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

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

(tock code: 06865)

Article of A ociation

Note: The original version of the Articles of Association of the Company is in Chinese, and the English version of the Articles of Association is the translation from the Chinese original. Should there be any discrepancy between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

Article of A ociation of Flat Gla Group Co., Ltd.

Chapter 1 General Provi ion

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

Article 2 The Company is incorporated as a joint stock limited company in accordance with the Company Law, Securities Law, Listing Rules, Guidance for Articles of Association and other relevant PRC laws, administrative regulations and normative documents.

The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass & Mirror Ltd. (浙江福莱特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for Market Regulation. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.

Article 3 The Company's initial public offering of 450,000,000 overseas listed foreign shares(H shares) (hereinafter referred to as the "H shares") on 23 July 2015 was approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and was listed on the main board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange") on 26 November 2015, the stock code is 06865.HK.

The Company's initial public offering of 150,000,000 RMB ordinary shares (hereinafter referred to as the "A shares") was approved by CSRC on 23 November 2018, and was listed on the main board of the Shanghai Stock Exchange on 15 February 2019, the stock code is 601865.12 -2.5 .

Article 4 Registered name of the Company

Chinese name: 福萊特玻璃集團股份有限公司

English name: FLAT GLASS GROUP CO., LTD.

Article 5 Address of the Company: No. 1999, Yunhe Road, Xiuzhou District, Jiaxing City, Zhejiang Province

Postal Code: 314001.

Article 6 The registered capital of the Company is RMB585,729,820.25.

Article 7 The legal representative of the Company is the chairman of the board of directors.

Article 8 The Company is a joint stock limited company having perpetual existence.

Article 9 All of the assets of the Company are divided into shares of equal par value. The shareholders are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its assets.

Article 10 Upon the ects5gal rrd foP the Crticle of eAssocitivonof the Company ,25 .1( )TJ0.0

Chapter 2 Objective and Scope of Bu ine

Article 13 The business objective of the Company is to achieve customer orientation, faithful cooperation and mutual benefit.

Article 14 The business scope of the Company shall be pursuant to the projects as approved by the relevant registration authority.

Registered by law, the business scope of the Company includes: general projects including manufacturing of glass, manufacturing of technical glass product, manufacturing of mirrors and processing of similar products, provision of loading, unloading and handling services, manufacturing of metal structure, manufacturing of construction material and manufacturing of specialized machinery, provision of metal cutting and processing services, manufacturing of industrial control computers and system, sales of machinery and equipment (except for projects that are subject to approval in accordance with the relevant laws, business operation shall be conducted independently with the business licence(s) in accordance with the laws); and licensed project including import and export of goods (for projects subject to approval according to the relevant laws, operating activities shall only be carried out upon approval from relevant authority(ies), and specific licensed projects shall be subject to the results of approval).

Chapter 3 Share

Section 1 I uance of Share

Article 15 The stock of the Company shall take the form of shares.

Article 16 The Company shall issue shares in a fair and just manner, and each share of the same class shall have the same rights.

All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.

Article 17 All shares issued by the Company shall be denominated in RMB and have a nominal value of RMB0.25 per share.

Article 18 The A shares issued by the Company are centrally deposited in China Securities Depository and Clearing Corporation Limited, the H shares issued by the Company are deposited in the securities depository and clearing companies in Hong Kong, which can also be held by shareholders in their own names.

Article 19 The promoters of the Company comprise of ten natural persons including Mr. Ruan Hongliang. When the Company was changed as a whole and set up as a joint-stock company, the registered capital of the Company was RMB70 million and the total number of shares was 70,000,000 shares, the shareholdings of the promoters were as follows:

Article 20 The Company has a total of 2,342,919,281 issued shares. The capital structure of the Company comprises of 2,342,919,281 ordinary shares, including 1,901,204,281 domestic shares (A shares), accounting for 81.15% of the total issued shares of the Company and 441,715,000 overseas-listed foreign shares (H shares), accounting for 18.85% of the total issued shares of the Company.

Article 21 The Company or its subsidiaries (including associated entities of the

Article 24 The Company shall not purchase its own shares, except in one of the following situations:

(I) Reduction in the registered capital of the Company;

(II) When merging with other companies holding shares of the Company;

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

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

(V) When utilizing shares to convert into convertible bonds issued by the Company;

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

Article 25 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations and CSRC:

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

Article 26 Repurchase of the Company's shares for circumstances set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association shall be subject to resolution at a general meeting. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article 24 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting.

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

Section 3 Tran fer of Share

Article 27 The Company's shares may be lawfully transferred.

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

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

The directors, supervisors and senior management shall report to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of the total number of the same class of shares they hold in the Company per annum; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company, except for the regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares.

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

The shares or other equity securities held by the directors, supervisors, senior management officers and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, chilns(ge)25 ( )]TJ0 Tw
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Article 35 In the event that the particulars of a resolution passed at a shareholders'

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

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

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

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

Article 40 The controlling shareholder or actual controller of the Company shall not use his associated relationship to damage the Company's interests. If such provision is violated resulting in damage to the Company, he should be responsible for compensation.

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

Section 2 General Provi ion for General Meeting

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

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

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

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

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

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

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

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

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

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

(X) To amend the Articles of Association;

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

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

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

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

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

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

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

Article 42 The following external guarantees by the Company shall be considered and approved by the shareholders' general meeting.

(I) Any guarantee provided after the external guarantees by the Company and its controlled subsidiaries meet or exceed 50% of the latest audited net assets;

(II) Any guarantee provided after the total amount of external guarantees by the Company and its controlled subsidiaries exceed 30% of the latest audited total assets;

(III) Any guarantee exceeding 30% of the total audited assets of the latest period cumulatively calculated within 12 consecutive months subject to the guarantee amount;

(IV) Any guarantee provided for a target party whose asset-liability ratio is over 70%;

(V) Any guarantee with a single guaranteed amount in excess of 10% of the latest audited net assets;

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

(VII) Other guarantees which shall be passed at the general meeting as prescribed by

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

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

After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least 2 business days prior to the physical meeting date.

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

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

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

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

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

Section 3 Convening of General Meeting

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

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

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

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

If the board of directors disagrees to convene an extraordinary general meeting or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary general meeting, and the board of supervisors shall then convene and preside over such general meeting.

Article 49 The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the board of directors to convene an extraordinary general meeting which shall be in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association. submit a written reply on the consent or disagreement to convene an extraordinary within 10 days after receipt of the request.

If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.

If the board of directors does not agree to convene the extraordinary shareholders' meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to the board of supervisors to hold an extraordinary shareholders' meeting, and should be presented to the board of supervisors in writing.

If the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.

If the board of supervisors does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders' meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.

Article 50 When the board of supervisors or shareholders decides to convene a shareholders' meeting by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the stock exchange.

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

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

Article 51 When a shareholders' meeting is convened by the board of supervisors or by the shareholders, the board of directors and the secretary to the board of directors should assist. The board of directors will provide the register of shareholders on the date of registration of shareholding.

Article 52 The necessary expenses required for the general meetings convened by the board of supervisors or shareholders shall be borne by the Company.

Section 4 Propo al and Notice of General Meeting

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

Article 54 When the Company convenes a shareholders' meeting, the board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall be entitled to propose motions to the Company.

Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written supplementary motion(s) to the convener of the board of directors 10 days before a shareholders' meeting is convened; the convener shall issue a supplementary notice of the shareholders' meeting announcing the contents of the supplementary motion(s) within two days after receipt of the said motion(s).

Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' general meeting, or add new proposals after issuing an announcement on the notice of shareholders' general meeting.

The motion(s) that has/have not been set out in the notice of the shareholders' meeting or that is/are not in compliance with Article 53 shall not be voted or resolved on at the general meeting.

Article 55 A written notice convening the annual general meeting shall be given by the convener not less than 21 days before the date of the meeting to notify all shareholders of the meeting; whereas a written notice of the extraordinary general meeting shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting.

The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 58 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement, together with the reasons for such delay or cancellation, at least 2 business days before the scheduled date of the meeting. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.

Section 5 Convening of General Meeting

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

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

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

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

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

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

(I) the name of the proxy;

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

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

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

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

Article 63 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.

Article 64 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.

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

Article 65 A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, domicile, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.

Article 66 The convener and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of members provided by the securities depository and clearing house, and record the names of shareholders and the number of voting shares held by them. If the regulatory rules of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.

Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them.

Article 67 During a general meeting, all the directors and supervisors of the Company and secretary to the board of directors shall be present at the meeting. The president and other senior management shall also attend the meeting.

Article 68

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

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

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

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

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

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

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

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

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

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

(VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.

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

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

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

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

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

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

Article 80 When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shallin 1 (lin 1 6-(a)(g)5 (s1u)0.5 (e)0.5 (s

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

After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid. The Company shall not enter into any contract with anyone other tha director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 82 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:(I) The board of directors and shareholder(s) individua than 3% of the Company's shares shall nominate candidate(s) for director(s);(II) The board o or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;(III) The board of supervisors than 3% of the Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative(s);(IV) The supervisor(s) representing em elected from the general meeting of employee representative(s);(V) When th supervisor(s), the nomination proposal, details of the nominated candida declaration or undertaking of the candidate shall be submitted to the boa directors 10 days before convening the general meeting. If there are any sp requirements by the listing rules of the place(s) where the Company's sh are listed, such requirements shall prevail.

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

When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately form that of the non-independent directors.

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

Article 83 Save as those under the cumulative voting system, the shareholders' meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the shareholders' meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the shareholders' meeting.

Article 84 When the motions is being considered at the general meeting, no amendment to the motion shall be made, otherwise such amendment shall be considered as a new motion which cannot be voted in the general meeting of this time.

Article 85 When a vote is cast, it may be cast by only one of the following methods, in person, online or by other voting means. If one vote is cast by more than one method, the first vote shall prevail.

Article 86 Voting at the general meeting shall record the names of the voters.

Article 87 Before a resolution is voted on at a general meeting, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is connected with the matter to be considered and proxies of such shareholder shall not participate in vote counting or scrutinising.

When voting takes place on a proposal at a general meeting, lawyers and representatives of shareholders and supervisors shall be jointly responsible for vote counting and scrutinizing.

Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system.

Article 88 The on-the-spot General Meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results.

All parties involved in the voting on the spot, online or by any other means at the General Meeting, including the Company, vote counters, scrutineers, major shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.

Article 89 Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained".

Article 90 In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

Article 91 Resolutions passed at the meeting shall be immediately announced in accordance with the rules of the stock exchange where the Company's shares are publicly traded. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.

Article 92 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 93 Where a proposal on election of directors or supervisors is passed at the general meeting, the term of office of a new director or supervisor shall commence on the date on which resolutions of the shareholders' general meeting are approved, unless otherwise provided in the resolution of the general meeting.

Article 94 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within 2 months after conclusion of the general meeting.

Chapter 5 Board of Director

Section 1 Director

Article 95 Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances:

(I) Being without civil capacity or with only limited civil capacity;

(II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market and 5 years have not elapsed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and 5 years have not elapsed since the completion date of the execution of the penalty;

(III) Having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and 3 years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and 3 years have not elapsed since the date of the revocation of the business license thereof;

(V) He has a relatively large amount of debt which is due but has not been paid;

(VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective;

(VII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the Listing Rules.

The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove a director if any of the circumstances stated in this Article applies during his term of office.

Article 96 Directors shall be elected and changed by the shareholders at general meetings and can be removed from office before the end of term of office. The directors shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and the regulatory rules of the place where the shares of the Company are listed.

The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the provisions of the Articles of Association until a new director is elected and assumes office.

A director's post may be assumed by president or other senior management members. But the total number of the directors who also serve as president or other senior management members and the directors as staff representative (if any), shall not exceed one half of the total number of directors.

Article 97 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows:

(I) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company;

(II) not to misappropriate the funds of the Company;

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

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

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

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

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

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

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

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

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

Article 100 A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days.

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

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

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

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

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

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

Section 2 The Board of Director

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

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

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

Article 107 The board of directors shall exercise the following functions and powers:

(I) To convene general meetings and reporting its work to the general meetings;

(II) To implement resolutions of general meetings;

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

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

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

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

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

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

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

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

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

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

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

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

(XV) To suggest appointment or replacement of the accounting firm responsible for the auditing of the Company to the general meeting;

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

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

(XVIII) Other power as prescribed by the laws, administrative regulations, departmental rules, the Listing Rules, the Articles of Association and the general meeting.

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

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

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

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

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

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

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

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

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

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

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

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

(1) date and place of the meeting;

(2) duration of the meeting;

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

(4) date of issuance of the notice.

Article 118 The meetings of the board of directors shall be held only if more than half of the directors are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed and the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company.

The voting on the resolutions of the board of directors shall implement the one-person-one-vote system.

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

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

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

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

Article 122

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

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

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

(III) agenda of the meeting;

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

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

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

Chapter 6 Pre ident and Other Senior Management

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter 7 Board of Supervisor

Section 1 Supervisor

Article 136 The circumstances of disqualification for directors prescribed in Article 95 of the Articles of Association shall also be applicable to supervisors.

The director, president and other senior management shall not serve as supervisors concurrently.

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

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

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

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

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

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

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

Section 2 Board of Supervi or

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

Article 145 the board of supervisors shall exercise the following powers:

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

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

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

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

(V) To propose the convening of extraordinary general meetings and, in case the

Chapter 8 Financial Accounting System, Profit Distribution and Auditing

Section 1 Financial Accounting System

Article 150 The Company shall formulate its financial accounting system in accordance with relevant laws, administrative regulations and the requirements of the competent authorities of China. If the securities regulatory authorities in the place where the shares of the Company are listed have special provisions, such provisions shall apply.

Article 151 The fiscal year of the Company is Gregorian calendar year, beginning on 1 January and ending on 31 December of each year.

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

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

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

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

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

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

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

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

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

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

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

Article 155 After the general meeting of the Company has made a resolution on the profit distribution plan, the board of directors of the Company shall complete dividends (or shares) distribution within 2 months after the general meeting.

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

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

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

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

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

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

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

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

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

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

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

In the case that it is difficult to distinguish the Company's stage of development but the Company has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding provisions.

The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.

Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose the specific reasons and clear opinions of independent directors in regular report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of the shareholders' general meeting approving such profit distribution plan, such provisions shall be complied with.

(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution may be adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders.

Article 162 The auditing fee of the accounting firm shall be subject to the decision of the general meeting.

Article 163 Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and when the Company's general meeting of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its opinions.

Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has anything inappropriate.

Chapter 9 Notice and Announcement

Section 1 Notice

Article 164 The notice of the Company, mailing and other written materials including but not limited to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder circular, proxy form and temporary announcement may be served as follows:

(I) by hand;

(II) by mail;

(III) by fax or email;

(IV) By announcement on the website designated by the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange in accordance with the laws, administrative regulations, Listing Rules of the Stock Exchange and Listing Rules of SSE;

(V) By newspaper and other designated media;

(VI) By other means approved by the relevant securities regulatory authority at the location where the Company's shares are listed or stipulated in the Articles of Association.

Notwithstanding any other provisions contained in the Articles of Association in respect of the publishing or giving notice of any notices, communications or other written materials, the Company may choose to announce such corporate communications by means provided under (IV) of this Article in place of delivering written documents by hand or by prepaid post to each holder of H shares, subject to relevant requirements of the securities regulatory authority at the location where the shares of the Company are listed.

Article 165 Any notices of the Company which are made in the form of a public announcement shall be deemed to have been received by all relevant persons once it is published.

Article 166 Unless otherwise provided in the Articles of Association, the various forms of sending notices stipulated in the preceding Article shall apply to notices of the general meeting, meeting of the board of directors and meeting of the board of supervisors convened by the Company.

Article 167 In the event that the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed requires such documents to be dispatched, mailed, distributed, issued, announced or by any other forms provided to the shareholders in both English and Chinese version, the Company may (in accordance with the preference of the shareholders concerned) dispatch only the English or the Chinese version to the shareholders concerned if the Company has made proper arrangements to confirm that the shareholders prefer to only receive either the English or the Chinese version and if such arrangements are within the scope and in accordance with the applicable laws and regulations.

Article 168 For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; for notices delivered by post, the date of delivery shall be 48 hours from the delivery of the mail to the post office; for notices delivered by fax or email or announcement on a website, the date on which the notice is sent shall be deemed to the date of delivery, and the date indicated in the fax report shall be taken as the delivery date; in the case of notice delivered by way of public announcement, the date of the first announcement shall be deemed to be the date of delivery. Such announcements shall be published in newspapers or websites which meet the requirements of the relevant rules.

Article 169 The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of A shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.

The board of directors shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the relevant requirements stipulated by domestic and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchange in the place where the stocks of the Company are listed.

Article 170 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Section 2 Announcement

Article 171 The Company has designated the website of Shanghai Stock Exchange (http://www.sse.com.cn), the website of The Stock Exchange of Hong Kong Limited (http:/www.hkex.com.hk) and the media which meet the conditions required by the CSRC as the media for the publication of announcements and other information required to be disclosed by the Company.

Chapter 10 Merger, Divi ion, Increa e and Decrea e of Capital, Di olution and Liquidation

Section 1 Merger, Divi ion, Increa e and Decrea e of Capital

Article 172 Merger of the Company may be in forms: merger by absorption or merger by consolidation.

The reduced registered capital of the Company will not fall below the statutory minimum amount.

Article 178 Change to registered particulars arising from a merger or division of the Company shall be registered with the company registration authority according to law. If the Company is dissolved, a cancellation of its registration shall be effected according to law. If a new company is established, registration of such establishment shall be established and registered according to law.

Any increase or decrease in the registered capital of the Company shall be registered with the company registration authorities in accordance with the laws.

Section 2 Di olution and Liquidation

Article 179 The Company is dissolved in the following circumstances:

(I) Expiration of business term as prescribed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs;

(II) The general meeting has resolved to dissolve the Company;

(III) Merger or division of the Company entails dissolution;

(IV) The Company is revoked of business license, ordered to close or canceled according to law;

(V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.

Article 180 If there is any circumstance as stated in paragraph (I) of Article 179 of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association.

If this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.

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

Article 182 During liquidation, the liquidation committee shall exercise the following functions and powers:

(I) To examine and take possession of the assets of the Company and prepare a balance sheet and a property inventory;

(II) To inform creditors by notice and announcement;

(III) To deal with the outstanding businesses of the Company relating to liquidation;

(IV) To pay off the outstanding taxes and taxes payable during the liquidation process;

(V) To settle creditor's rights and debts;

(VI) To dispose of the remaining assets of the Company after repayment of debts;

(VII) To represent the Company in civil proceedings.

Article 183 The liquidation committee shall notify the creditors within 10 days after its establishment, and publish announcements in the newspaper(s) within 60 days. Creditors shall, within 30 days from the date of receiving the notice; or for creditors who do not receive the notice, within 45 days from the date of the public announcement, inform the liquidation committee of their creditors' rights.

The creditor shall provide a description and supporting evidence of the matters relating to their rights. The liquidation committee shall register the creditors' rights.

The liquidation committee shall not make any debt settlement during the period for registration of creditors.

Article 184 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the for confirmation.

The assets of the Company are the remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders.

The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation.

The property of the Company shall not be distributed to the shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

Article 185 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall apply to the people's court to declare the Company bankrupt in accordance with the law.

Once the people's court makes a ruling declaring the Company bankrupt, the liquidation committee shall hand over the liquidation matters to the people's court.

Article 186 After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from the general meeting or the people's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company.

Article 187 Members of the liquidation committee should be loyal to their duties and perform liquidation duties according to the law.

Members of the liquidation shall not take advantage of his position to receive bribes or other illegal income and shall not embezzle the Company's assets.

If a member of the liquidation committee causes losses to the Company or creditors, deliberately or due to gross negligence, he shall be liable for compensation.

Article 188 When the Company is declared bankrupt according to the law, the bankruptcy liquidation will be handled according to the relevant law on enterprise bankruptcy.

Chapter 11 Amendment of the Article of A ociation

Article 189 The Company shall amend the Articles of Association, if:

(I) The matters as prescribed in the Articles of Association conflict with the amended laws and administrative regulations after amendment of the Company Law or the relevant laws and administrative regulations;

(II) The change of the Company's situation conflicts with the matters as prescribed in the Articles of Association;

(III) The shareholder's meeting makes resolution to amend the Articles of Association.

Article 190 If any amendment to these Articles of Association passed by resolutions at the shareholders' general meeting is subject to examination and approval by the competent authorities, such amendment shall be submitted to the competent authorities for approval; if the amendment involves registration of the Company, the involved changes are required to be registered pursuant to law.

Article 191 The board of directors shall amend the Articles of Association according to the resolutions of the shareholders' general meeting and the opinions of the relevant competent authority.

Notwithstanding the foregoing paragraph, in the following circumstances, the shareholders' general meeting may pass a resolution to authorize the board of directors to amend the Articles of Association in accordance with the following principles:

(I) the board of directors may make non-substantial amendments to the Articles of Association as required for implementing a resolution passed by the general meeting, such as changes to registered capital, number of shares, company name or address as required by the resolution of the general meeting; and

(II) the board of directors may change the wordings or order of articles of these Articles of Association in accordance with the requirements raised by the competent authorities during their review of the draft of the Articles of Association passed by the general meeting.

Article 192 Where the amendments to the Articles of Association involve matters requiring disclosure by laws and regulations, the amendments shall be announced in accordance with regulations.

Chapter 12 Supplementary Provi ion

Article 193 Definition

(I) Controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the Company, or a shareholder who, despite its shareholding being less than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the shareholders' general meeting.

(II) Actual controller means a person who has actual power to direct the acts of such company by investment, contract or other arrangements.

(III) Connected relationship is the relationship between the controlling shareholder, the actual controller, directors, supervisors or senior management members of a company and enterprises directly or indirectly controlled by them, as well as other relationships which may cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having connected relationship only because they are owned by the State.

(IV) Subsidiary(ies) refers to a company in which the Company holds more than 50% of its shares or may determine the composition of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.

(V) President used in the Articles of the Association shall have the same meaning as "Manager" in the Companies Act and other laws and regulations; vice president shall have the same meaning as "Deputy Manager" in the Companies Act and other laws and regulations.

(VI) Accounting firm used in the Articles of Association shall have the same meaning as "Auditor". Unless otherwise expressly referred to in the relevant national laws and administrative regulations and the regulatory rules of the place where the Company's shares are listed, the term "Independent non-executive directors" in the Articles of Association shall have the same meaning as "Independent directors".

Article 194 The Articles of Association is written in Chinese. In case of any discrepancies among the various versions in different languages, the latest Chinese version approved by and registered with the company registration authority shall prevail.

Article 195 For the purpose of the Articles of Association, the terms "not less than", "within", "not more than" are inclusive terms and the terms "exceeding", "less than", "beyond", "below" and "above" are exclusive terms.

Article 196 The Articles of Association shall be interpreted by the board of directors.

Article 197 The appendix to these Articles of Association shall include the Rules of Procedures for General Meetings, the Rules of Procedure for Board Meetings and the Rules of Procedures of Meetings of the Supervisory Committee.

Article 198 The Articles of Association shall come into force and be implemented on the date when it is examined and approved by the general meeting of the Company and it applies to the amendments.

Article 199 Should there be any inconsistency between the Articles of Association and relevant national laws, administrative regulations, departmental rules, other relevant normative documents and the rules of the stock exchange on which the Company's shares are listed, the latter shall prevail.