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GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.*

金風科技股份有限公司

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

Stock Code:02208

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE

The board of directors (the “**Board**”) of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.* (the “**Company**”) hereby announces, on 30 May 2025, the Board considered and approved, among other things, the resolutions in respect of amending the articles of association of the Company (the “**Articles of Association**”), the rules of procedure for the general meeting (the “**Rules of Procedure for the General Meeting**”) and the rules of procedure for the board of directors (the “**Rules of Procedure for the Board of Directors**”), the above two rules of procedure are collectively referred to as the “**Rules of Procedure**”), and the supervisory committee considered and approved the resolution in respect of amending the Articles of Association.

In order to further improve the governance structure of the Company and enhance its standardized operation, in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies (《上市公司章程指引》), the No. 1 Self-regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange – Standardized Operation of Companies Listed on the Main Board)(《深圳證券交易所上市公司自律監管指引第1號——主板上市公司規範運作》) and other laws, regulations and regulatory documents, and taking into account the actual situation of the Company, the Board proposed to amend the Articles of Association. The Board also proposed amendments to the Rules of Procedure to align with the proposed amendments to the Articles of Association.

Details of the proposed amendments to the Articles of Association and the Rules of Procedure are set out in the appendices to this announcement. The English versions of the Articles of Association and the Rules of Procedure are unofficial translation of their Chinese versions and are for reference only. In case of any discrepancies, the Chinese versions shall prevail.

The proposed amendments to the Articles of Association, the Rules of Procedure for the General Meeting and the Rules of Procedure for the Board of Directors shall be subject to the consideration and approval of the Company's shareholders by way of special resolution at the annual general meeting. The circular in respect of the annual general meeting will be issued by the Company in due course.

By order of the Board
GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.*
Ma Jinru
Company Secretary

Beijing, 30 May 2025

As of the date of this announcement, the executive directors of the Company are Mr. Wu Gang, Mr. Cao Zhigang and Mr. Liu Rixin; the non-executive directors of the Company are Mr. Gao Jianjun, Ms. Yang Liying and Mr. Zhang Xudong; and the independent non-executive directors of the Company are Ms. Yang Jianping, Mr. Tsang Hin Fun Anthony and Mr. Wei Wei.

** For identification purposes only*

Appendix I Proposed Amendments to the Articles of Association

No.	Before the proposed amendments	After the proposed amendments
		Due to the addition or deletion of articles and the adjustment of the order of articles, the serial number of the articles of the Articles of Association will be adjusted accordingly. The serial number of the articles that refer to each other in the original Articles of Association is changed, and the revised Articles of Association shall also be changed accordingly.
1	1.01 These Articles of Association (these “Articles”) have been formulated in order to protect the lawful rights and interests of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. and its shareholders and creditors, and to govern the activities and organization of the Company. These Articles are formulated in accordance with relevant national laws and administrative regulations, including the <i>Company Law of the PRC</i>, the <i>Securities Law of the PRC</i>, and the <i>Guidelines on Articles of Association</i>, the <i>Rules for the General Meeting of Listed Company</i>, the <i>Listing Rules of Shenzhen Stock Exchange</i> and the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>. Business License Number of the Company is: 650000410001060.	1.01 These Articles of Association (these “Articles”) have been formulated in order to protect the lawful rights and interests of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. and its shareholders, employees and creditors, and to govern the activities and organization of the Company. These Articles are formulated in accordance with relevant national laws and administrative regulations, including the <i>Company Law of the PRC</i>, the <i>Securities Law of the PRC</i>, and the <i>Guidelines on Articles of Association</i>, the <i>Rules for the General Meeting of Listed Company</i>, the <i>Listing Rules of Shenzhen Stock Exchange</i> and the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>. Unified social credit code of the Company is: 91650000299937622W.
2	1.03 Place of business: No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang. Postcode: 830026 Telephone: (0991)-3767411 Facsimile: (0991)-3767411	1.03 Place of business: No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang. Postcode: 830026
3	1.04 The Chairman of the Board (the “ Chairman ”) is the legal representative	1.04 The Chairman of the Board (the “ Chairman ”) is the legal representative

	of the Company.	of the Company. The appointment and change of the legal representative shall be carried out in accordance with the methods for the appointment and change of the Chairman. The Chairman shall be deemed to have resigned as the legal representative at the same time as resigning as Chairman. The Company will determine the new legal representative within 30 days from the date on the legal representative resigns.
4		1.05 The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. The restrictions imposed by these Articles or general meeting on the authorities of the legal representative may not be against bona fide counterparties. Where the legal representative causes damages to others due to performance of his duties, the Company shall assume the resulting civil liabilities. After the Company assumes civil liabilities, the Company may recover losses from the legal representative at fault.
5	1.06 These Articles shall be legally binding upon the Company and its shareholders, directors, supervisors, and senior management personnel; each of such personnel may raise claims regarding Company's matters in accordance with these Articles. In accordance with these Articles, a shareholder may sue other shareholders, shareholders may sue the directors, supervisors, and senior management personnel of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors,	1.07 These Articles shall be legally binding upon the Company and its shareholders, directors, and senior management personnel; each of such personnel may raise claims regarding Company's matters in accordance with these Articles. In accordance with these Articles, a shareholder may sue other shareholders, shareholders may sue the directors, and senior management personnel of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors, and senior

	supervisors, and senior management personnel.	management personnel.
6	1.07 All assets of the Company are divided into equally valued shares, with the liability of shareholders towards the Company limited to their respective shareholdings in the Company. The Company shall be liable for its debts with all its assets. 	1.08 Shareholders' liability towards the Company is limited to their respective shareholdings in the Company. The Company shall be liable for its debts with all its assets.
7	1.09 As of the effective date of these Articles, the Company's previous articles of association and the amendments thereto shall automatically expire. These Articles shall, from the effective date hereof, become a legally binding document governing the organization and behavior of the Company, and the rights and obligations between the Company and its shareholders, and between shareholders.	1.10 As of the effective date of these Articles, the Company's previous articles of association and the amendments thereto shall automatically expire. These Articles shall, from the effective date hereof, become a legally binding document governing the organization and behavior of the Company, and the rights and obligations between the Company and its shareholders, and between shareholders.
8	2.02 The business scope of the Company is as approved by the company registration authority. 	2.02 The business scope of the Company is as approved by the company registration authority.
9	3.01 The Company shall have ordinary shares at all times. The Company may have shares of other classes as needed, subject to approval by the appropriate department authorized by the State Council of the PRC (the "State Council").	3.01 The Company shall have ordinary shares at all times. The Company's stock takes the form of shares. The Company may have shares of other classes as needed, subject to approval by the appropriate department authorized by the State Council of the PRC (the "State Council").
10	3.02 The Company's shares shall be issued in accordance with the principles of openness, fairness, and equality, with equal rights attributed to each of the shares of the same class. Shares of the same class issued at the same time shall be issued at the same conditions and same price per share; the same price per share shall be paid for the	3.02 The Company's shares shall be issued in accordance with the principles of openness, fairness, and equality, with equal rights attributed to each of the shares of the same class. Shares of the same class issued at the same time are under the same conditions and same price per share; the same price per share is paid for the shares

	shares subscribed for by any institution or individual.	subscribed for by any subscriber.
11	3.03 Shares issued by the Company shall have a par value that is RMB1.00 per share. The term “RMB” used in the above paragraph refers to the lawful currency of the PRC.	3.03 The par value shares issued by the Company shall have a par value that is RMB1.00 per share. The term “RMB” used in the above paragraph refers to the lawful currency of the PRC.
12	3.11 Based on the needs of operation and development, the Company may approve of capital increases by the following means in accordance with the provisions of laws and regulations upon resolutions of the shareholders’ general meeting: (1) public offering of shares; (2) non-public offering of shares; (3) distributing new shares to existing shareholders; (4) converting provident fund into share capital increases; (5) other means permitted by laws and administrative regulations, and CSRC.	3.11 Based on the needs of operation and development, the Company may approve capital increases by the following means in accordance with the provisions of laws and regulations upon resolutions of the shareholders’ general meeting: (1) by offering shares to unspecified subjects; (2) by offering shares to specific subjects; (3) distributing new shares to existing shareholders; (4) converting provident fund into share capital increases; (5) other means as prescribed by laws and administrative regulations, and CSRC.
13		3.12 When the Company issues new shares to increase its registered capital, shareholders shall have no preemptive rights, except where the general meeting resolution decides that shareholders are entitled to preemptive rights.
14	3.12 The shares of the Company may be transferred according to laws. The Company shall not accept its shares as the subject of pledge.	3.13 The shares of the Company shall be transferred according to laws. The Company shall not accept its shares as the subject of pledges.
15	3.13 Shares of the Company held by the originators shall not be transferred within one year as of the date of	3.14 Shares of the Company that were issued prior to a public issue shall not be transferred within one year as of the date

	incorporation of the Company. Shares of the Company that were issued prior to a public issue shall not be transferred within one year as of the date on which A Shares of the Company are listed and traded on the SZSE. Directors, supervisors, and senior management personnel of the Company shall declare to the Company their shareholdings in the Company and the changes therein, and shall transfer no more than 25% of their total shareholdings in the Company each year during their term of office. No A Shares held by such individual shall be transferred within one year upon the listing of and dealings in the domestic shares. No A shares held by such individual shall be transferred within half year upon the termination of his or her service with the Company.	on which A Shares of the Company are listed and traded on the SZSE. Directors, and senior management personnel of the Company shall declare to the Company their shareholdings in the Company and the changes therein, and shall transfer no more than 25% of the total number of shares of the same kind held by them in the Company each year during their term of office specified at the time of taking office. No A Shares held by such individual shall be transferred within one year upon the listing of and dealings in the domestic shares. No A shares held by such individual shall be transferred within half year upon the termination of his or her service with the Company.
16	3.14 In the event that any of the Company's shareholders each holding more than 5% shares in the Company as well as its directors, supervisors, and senior management personnel sell their shares or other securities with an equity nature they held within 6 months after the purchase, or purchase again within 6 months after the sale, all proceeds obtained there from shall be vested in the Company, and the Board of the Company will forfeit such proceeds. However, for a securities company that holds more than 5% shares by buying the remaining shares pursuant to its underwriting arrangement and other circumstances stipulated by the CSRC, the sale of such shares shall be excluded. For the purpose of the foregoing paragraph, the shares or other securities with the nature of equities held by the Directors, Supervisors, senior management personnel and natural person shareholders shall include the shares or other securities of equity nature held by their spouses, parents and	3.15 In the event that any of the Company's shareholders each holding more than 5% shares in the Company as well as its directors, and senior management personnel sell their shares or other securities with an equity nature they held within 6 months after the purchase, or purchase again within 6 months after the sale, all proceeds obtained there from shall be vested in the Company, and the Board of the Company will forfeit such proceeds. However, for a securities company that holds more than 5% shares by buying the remaining shares pursuant to its underwriting arrangement and other circumstances stipulated by the CSRC, the sale of such shares shall be excluded. For the purpose of the foregoing paragraph, the shares or other securities with the nature of equities held by the Directors, senior management personnel and natural person shareholders shall include the shares or other securities of equity nature held by their spouses, parents and children and held through

	children and held through others' accounts. 	others' accounts.
17	3.15 The Company or its subsidiary companies (including enterprises affiliated to it) shall not, in the form of grants, advances, guarantees, compensations or loans, among others, provide any financial aid to any person purchasing or intending to purchase the shares of the Company.	3.16 The Company or its subsidiary companies (including enterprises affiliated to it) shall not, in the form of grants, advances, guarantees, or loans, among others, provide any financial assistance for the acquisition of the Company's shares by another person, unless the Company implements an employee shareholding scheme. In the interests of the Company, upon approval at the shareholders' general meeting, or the approval of the Board in accordance with the authorisation of the shareholders' general meeting, the Company may provide financial assistance for the acquisition of shares of the Company by another person, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the Board shall be approved by more than two-thirds of all the Directors.
18	Chapter 4 Capital Reduction and Share Repurchase	Chapter 4 Capital Reduction and Share Repurchase
19	4.01 Under the condition that relevant provisions of national laws and administrative regulations have been complied with, the Company may reduce its registered capital in accordance with the provisions of these Articles.	4.01 The Company may reduce its registered capital. When the Company proposes to reduce its registered capital, it shall complete the formalities according to the Company Law of the PRC, and other relevant regulations and the provisions of these Articles.
20	4.02 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital, and shall publish an announcement to that effect in the <i>Securities Times</i> within 30 days of the said date. Creditor shall be entitled to	4.02 The Company will prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company needs to notify its creditors within 10 days from the date when the shareholders' general meeting makes a resolution to reduce its registered capital, and shall publish an announcement to that effect in the

	require the Company to repay its debts in full or to provide a corresponding guarantee of repayment within 30 days of receiving the written notice, or within 45 days of the date of the announcement for those who did not receive the written notice. The registered capital of the Company after capital reduction shall not be less than the statutory minimum.	<i>Securities Times</i> or the National Enterprise Credit Information Publicity System within 30 days of the said date. Creditor shall be entitled to require the Company to repay its debts in full or to provide a corresponding guarantee of repayment within 30 days of receiving the notice, or within 45 days of the date of the announcement for those who did not receive the notice. Upon the reduction of registered capital, the Company shall reduce its capital contribution or shares in proportion to the proportion of shares held by shareholders, except as otherwise provided by laws or these Articles.
21		4.03 If the registered capital is reduced in violation of the Company Law of the PRC and other regulations, the shareholders shall return the funds they have received, and the shareholders shall restore the capital contributions to the original state if their capital contribution are reduced or exempted; if losses are caused to the Company, the shareholders and responsible Directors and senior management personnel shall be liable for compensation.
22	4.03 The Company may purchase its outstanding shares in accordance with procedures provided for in laws, administrative regulations, and these Articles, in the following circumstances: (1) deregistration of shares resulting from reduction of share capital of the Company; (2) merger with another company that holds shares in the Company; (3) using the shares for employee shareholding schemes or as share incentives; (4) request from shareholders for the Company to repurchase their	4.04 The Company may purchase its outstanding shares in accordance with procedures provided for in laws, administrative regulations, and these Articles, in the following circumstances: (1) deregistration of shares resulting from reduction of share capital of the Company; (2) merger with another company that holds shares in the Company; (3) using the shares for employee shareholding schemes or as share incentives; (4) request from shareholders for the Company to repurchase their

	shareholdings due to their objection to the resolution of merger or division made at a shareholders' general meeting; (5) using the shares for converting bonds issued by the Company to convert them to stocks; (6) necessary acts by the Company to protect its value while safeguarding the interests of shareholders. Unless mentioned above, the Company shall not be involved in the purchases of its own shares. Purchase of issued shares by the Company shall be conducted in accordance with the provisions of Articles 4.04 to 4.05 of these Articles.	shareholdings due to their objection to the resolution of merger or division made at a shareholders' general meeting; (5) using the shares for converting bonds issued by the Company to convert them to stocks; (6) necessary acts by the Company to protect its value while safeguarding the interests of shareholders. Unless mentioned above, the Company shall not be involved in the purchases of its own shares. Purchase of issued shares by the Company shall be conducted in accordance with the provisions of Articles 4.05 to 4.06 of these Articles.
23	4.04 The Company purchase its shares, by open on-market centralized transactions, by making a repurchase offer to all shareholders with the same proportion, by an agreement outside a stock exchange, or by other means authorized by the relevant laws, administrative regulations, and CSRC. In circumstances categorized under provision (3), (5) and (6) of Article 4.03 of these Articles, the Company shall purchase its shares by open on-market centralized transactions.	4.05 The Company purchases its shares, by open on-market centralized transactions, by making an offer to all shareholders in the same proportion, by an agreement outside a stock exchange, or by other means authorized by the relevant laws, administrative regulations, and CSRC. In circumstances categorized under provision (3), (5) and (6) of Article 4.04 of these Articles, the Company shall purchase its shares by open on-market centralized transactions.
24	4.05 When the Company is to purchase shares because of the circumstances categorized under provisions (1) and (2) of Article 4.03, prior approval shall be obtained in shareholders' general meeting; when the Company is to purchase shares because of the circumstances categorized under provisions (3), (5) and (6) set out above, prior approval shall be obtained in board meeting where over two-thirds of the directors are present, with reference to the regulations of the Articles or	4.06 When the Company is to purchase shares because of the circumstances categorized under provisions (1) and (2) of Article 4.04, prior approval shall be obtained in shareholders' general meeting; when the Company is to purchase shares because of the circumstances categorized under provisions (3), (5) and (6) set out above, prior approval shall be obtained in board meeting where over two-thirds of the directors are present. After the Company acquires its shares in

	authorization of the general meeting. After the Company acquires its shares in accordance with the provisions of Article 4.03 of these Articles, the shares acquired under the circumstances under paragraph (1) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances under paragraphs (2) and (4) shall be transferred or cancelled within six months; the shares acquired under the circumstance of paragraphs (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three years.	accordance with the provisions of Article 4.04 of these Articles, the shares acquired under the circumstances under paragraph (1) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances under paragraphs (2) and (4) shall be transferred or cancelled within six months; the shares acquired under the circumstance of paragraphs (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three years.
25	5.01 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, the register of shareholders represents sufficient evidence to prove the holding of shares in the Company by shareholders. Shareholders shall enjoy rights and have obligations according to the category and number of shares held by them. Holders of shares of the same category shall enjoy equal rights and have equal obligations. The Company's register of members may be closed pursuant to relevant provisions of the Companies Ordinance. The Company shall enter into a share custody agreement with the securities registrar to regularly enquire about the information of major shareholders and changes in the shareholdings of major shareholders (including the pledging of shareholdings), so as to keep abreast of the shareholding structure of the Company.	5.01 The Company shall establish a register of shareholders in accordance with evidence from the securities registration and settlement institution, the register of shareholders represents sufficient evidence to prove the holding of shares in the Company by shareholders. Shareholders shall enjoy rights and have obligations according to the class of shares held by them. Holders of shares of the same class of shares shall enjoy equal rights and have equal obligations. The Company's register of members may be closed pursuant to relevant provisions of the Companies Ordinance. The Company shall enter into a securities registration and service agreement with the securities registration and settlement institution to regularly enquire about the information of major shareholders and changes in the shareholdings of major shareholders (including the pledging of shareholdings), so as to keep abreast of the shareholding structure of the Company.
26		5.02 In the event the Company convenes the shareholders' general meeting,

		distributes the dividend, undergoes liquidation or has other tasks involving the identification of shareholders, the convener of the Board or the shareholders' general meeting shall fix the date as a record date for determining the shareholdings. The shareholders of the Company shall be those shareholders registered on the register after close of market on the record date.
27	5.02 Shareholders of the Company shall enjoy the following rights: (1) Collect dividends and other profit distributions on the basis of the number of shares held by them; (2) Request, convene, host, participate, or appoint proxies to participate in shareholders' general meetings in accordance with laws, and exercise corresponding speaking rights and voting rights; (3) To monitor, raise suggestions and inquiries about the Company's operation; (4) Transfer, gift, or pledge of their shares in accordance with laws, administrative regulations, and these Articles; (5) To inspect these Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of general meetings, resolutions of the Board meetings, resolutions of Supervisory Committee meetings and financial and accounting reports; (6) Participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated; (7) Request for the Company to repurchase the shareholdings of	5.03 Shareholders of the Company shall enjoy the following rights: (1) Collect dividends and other profit distributions on the basis of the number of shares held by them; (2) Request, hold, convene, host, participate, or appoint proxies to participate in shareholders' general meetings in accordance with laws, and exercise corresponding speaking rights and voting rights; (3) To monitor, raise suggestions and inquiries about the Company's operation; (4) Transfer, gift, or pledge of their shares in accordance with laws, administrative regulations, and these Articles; (5) To inspect and copy these Articles, register of shareholders, minutes of general meetings, resolutions of the Board meetings, financial and accounting reports, and shareholders in compliance with the regulations may inspect the accounting books and documents of the Company; (6) Participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated; (7) Request for the Company to repurchase the shareholdings of

	shareholders who objects to resolutions of mergers and demergers approved in shareholders' general meetings; (8) Other rights conferred by laws, administrative regulations, departmental regulations and these Articles.	shareholders who object to resolutions of mergers and demergers approved in shareholders' general meetings; (8) Other rights conferred by laws, administrative regulations, departmental regulations or these Articles.
28	5.03 Shareholders who request for the information described in the previous Article shall provide written documentation as proof of their shareholdings' category and amount. The Company shall provide the information as requested upon confirmation of the identification of the shareholders.	5.04 Shareholders requesting to review or copy the relevant information described in the previous Article or obtain materials shall comply with the provisions of the Company Law of the PRC, the Securities Law of the PRC and other laws and administrative regulations, and provide written documentation as proof of their shareholdings' category and amount. The Company shall provide the information as requested upon confirmation of the identification of the shareholders.
29	5.04 Shareholders have the right to apply to the civil courts for contents of resolutions of shareholders' general meetings and board meetings that are in violation of laws and administrative regulations to be found invalid. In the event that the convening and voting procedures of shareholders' general meetings and board meetings that are in violation of laws, administrative regulations, or these Articles, or the contents of resolutions are in violation of these Articles, shareholders have the right to apply to the civil courts for revocation within 60 days of the date of resolutions.	5.05 Shareholders have the right to apply to the civil courts for contents of resolutions of shareholders' general meetings and board meetings that are in violation of laws and administrative regulations to be found invalid. In the event that the convening and voting procedures of shareholders' general meetings and board meetings that are in violation of laws, administrative regulations, or these Articles, or the contents of resolutions are in violation of these Articles, shareholders have the right to apply to the civil courts for revocation within 60 days of the date of resolutions. However, except where the procedures for convening a shareholders' general meeting and Board meeting or the manner of voting thereat are only slightly defective and have no material effect on the resolution. Where the Board, shareholders and other

		relevant parties dispute the validity of a resolution of the shareholders' general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgment or ruling, the relevant parties shall implement the resolution of the shareholders' general meeting. The Company, the Directors and senior management personnel shall effectively perform their duties to ensure the normal operation of the Company. If the People's Court makes a judgment or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation of the judgment or ruling after it has come into effect. Where correction of prior period matters is involved, it will be dealt with in a timely manner and fulfilled with corresponding information disclosure obligations.
30		5.06 Resolutions of a shareholders' general meeting or a Board meeting of the Company shall be invalid in any of the following circumstances: (1) no shareholders' general meeting or a Board meeting has been convened to make a resolution; (2) the resolution was not voted on at a shareholders' general meeting or a Board meeting; (3) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law of the PRC or these Articles;

		(4) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law of the PRC or these Articles.
31	5.05 In the event that directors and senior management staff violate laws, administrative regulations, or these Articles whilst performing duties of the Company, resulting in losses for the Company, shareholders that individually or jointly hold over 1% of shares of the Company and continuously for over 180 days have the right to request the Supervisory Committee to begin legal proceedings in the civil courts by written application; in the event that the Supervisory Committee violate laws, administrative regulations, or these Articles whilst performing duties of the Company, resulting in losses for the Company, shareholders described above have the right to request the Board to begin legal proceedings in the civil courts by written application. In the event that the Supervisory Committee or the Board refuse to begin legal proceedings after receiving the written request of shareholders described in the previous provision, or have not begun legal proceedings within 30 days of receiving the written request, or do not begin legal proceedings immediately under urgent circumstances that will lead to irreparable losses to the interests of the Company, the shareholders described in the previous provision have the right to begin legal proceedings directly with the civil courts for the best interests of the Company. In the event that the lawful rights of the Company are violated by others resulting in losses, shareholders described in the first provision of this Article may begin legal proceedings with the civil courts in accordance with	5.07 In the event that Directors and senior management staff other than a member of the Audit Committee violate laws, administrative regulations, or these Articles whilst performing duties of the Company, resulting in losses for the Company, shareholders that individually or jointly hold over 1% of shares of the Company and continuously for over 180 days have the right to request the Audit Committee to begin legal proceedings in the civil courts by written application; in the event that members of the Audit Committee violate laws, administrative regulations, or these Articles whilst performing duties of the Company, resulting in losses for the Company, shareholders described above have the right to request the Board to begin legal proceedings in the civil courts by written application. In the event that the Audit Committee or the Board refuse to begin legal proceedings after receiving the written request of shareholders described in the previous provision, or have not begun legal proceedings within 30 days of receiving the written request, or do not begin legal proceedings immediately under urgent circumstances that will lead to irreparable losses to the interests of the Company, the shareholders described in the previous provision have the right to begin legal proceedings directly with the civil courts for the best interests of the Company. In the event that the lawful rights of the Company are violated by others resulting in losses, shareholders described in the first provision of this Article may begin legal proceedings

	the previous provisions of this Article.	with the civil courts in accordance with the previous provisions of this Article. If any director, supervisor or senior management member of a wholly-owned subsidiary of the Company violates the laws, administrative regulations or the provisions of these Articles in fulfilling his/her duties and incurs losses to the Company, or if others infringe upon the lawful rights and interests of a wholly-owned subsidiary of the Company and cause losses to the Company, the shareholders individually or jointly holding 1% or more shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law of the PRC, request in writing to the supervisory committee and board of directors of a wholly-owned subsidiary to lodge a legal action in the People's Court or lodge a legal action in the People's Court under his/her own name. If a wholly-owned subsidiary of the Company does not have a supervisory committee and any supervisors but an audit committee, the provisions of paragraphs 1 and 2 of this Article shall apply.
32	5.07 Shareholders of the Company shall have the following obligations: (1) Abide by laws, administrative regulations, and these Articles; (2) To pay subscription fees on the basis of the shares subscribed by them and the method of capital injection; (3) Shall not give up their shares other than in circumstances stipulated by laws or regulations; (4) Shall not abuse shareholder rights to damage the interests of the Company	5.09 Shareholders of the Company shall have the following obligations: (1) Abide by laws, administrative regulations, and these Articles; (2) To pay capital contribution on the basis of the shares subscribed by them and the method of capital injection; (3) Shall not withdraw the share capital other than in circumstances stipulated by laws or regulations; (4) Shall not abuse shareholder rights to

	or other shareholders; Shall not abuse the independent position and limited liability of the corporate judicial person to damage the interests of the debtors of the Company; Shareholders that abuse their shareholder rights and cause losses for the Company or other shareholders shall be held responsible for compensation in accordance with laws. Shareholders that abuse the independent position and limited liability of the corporate judicial person and evade debts, resulting in serious damages to the interests of debtors of the Company, shall be held responsible for all associated responsibilities of Company debts. (5) Other obligations imposed by laws, administrative regulations, and these Articles.	damage the interests of the Company or other shareholders; Shall not abuse the independent position and limited liability of the corporate judicial person to damage the interests of the debtors of the Company; (5) Shareholders that abuse their shareholder rights and cause losses for the Company or other shareholders shall be held responsible for compensation in accordance with laws. Shareholders that abuse the independent position and limited liability of the corporate judicial person and evade debts, resulting in serious damages to the interests of debtors of the Company, shall be held responsible for all associated responsibilities of Company debts. (6) Other obligations imposed by laws, administrative regulations, and these Articles.
33	5.08 The controlling shareholder and actual controller of the Company shall not exploit their connected relations to damage the interests of the Company. In the event that a violation of this regulation results in losses for the Company, they shall be responsible for compensation. The controlling shareholder and actual controller of the Company have the obligation of integrity towards the Company and social public share shareholders of the Company. The controlling shareholder shall strictly perform the rights of investors in accordance with laws. The controlling shareholder shall not exploit dividend distributions, capital restructures, external investments, funds occupancies, loan guarantees, and other methods to damage the legal rights of the Company and social public share shareholders, and	

	shall not exploit the controlling position to damage the rights of the Company and social public share shareholders. The controlling shareholder and actual controller of the Company shall not exercise any authority solely due to any persons that possess direct or indirect rights and did not disclosure such rights to the Company, and shall not use freezing or other methods to damage the rights associated with shares.	
34	5.10 Shareholders that hold over 5% of shares of the Company with voting rights and intend to pledge their shareholding shall submit a written report to the Company on the day of such action.	
35		Chapter 6 Controlling Shareholder and Actual Controller
36	5.09 A “controlling shareholder” means a shareholder who holds ordinary shares (including preference shares with restored voting rights) of more than 50% of the total share capital of the Company or who holds less than 50% of the total share capital but holds voting rights sufficient to have a material impact on resolutions of the shareholders’ general meeting. A “de facto controller” means a person, though not a shareholder, but through investment relationship, agreement, or other arrangement, can actually control the activities of the Company.	6.01 A “controlling shareholder” stated herein refers to the shareholder who holds more than 50% of the total share capital of the Company, or any other shareholder enjoying resolution voting rights sufficient to exert a major impact on resolutions of the shareholders’ general meeting, even if the proportion of the shares he/she holds is not more than 50% of the total. The “actual controller” stated herein means a natural person, legal person or other organization who can actually control the actions of the Company through investment relationships, agreements or any other arrangements.
37		6.02 The controlling shareholder and actual controller of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations, and the provisions of the CSRC and the stock exchange, and safeguard the interests of the Company. When a company has no controlling shareholder or actual controller, the first largest shareholder and its actual

		controller shall abide by the provisions of this section in the same way as a controlling shareholder or actual controller.
38		6.03 The controlling Shareholder and actual controller of the Company shall comply with the following provisions: (1) to exercise shareholders' rights in accordance with the law, and not to abuse the right of control or take advantage of their related relationships to prejudice the legitimate interests of the Company or other shareholders; (2) to strictly honour the public statements and various undertakings made and shall not change or waive them without authorisation; (3) to fulfil the information disclosure obligations in strict accordance with the relevant regulations, to actively and proactively cooperate with the Company in the information disclosure, and to inform the Company in a timely manner of material events that have occurred or are intended to occur; (4) not to occupy the Company's funds in any way; (5) not to force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations; (6) not to make use of the Company's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-term trading, market manipulation and other illegal and unlawful acts; (7) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset

		restructuring, external investment and any other means; (8) to ensure the integrity of the Company's assets, staff independence, financial independence, reorganizational independence and business independence, and not to affect the independence of the Company in any way; (9) other provisions of laws, administrative regulations, the requirements of the CSRC, the rules of the stock exchanges and these Articles.
39		6.04 Where a controlling shareholder or an actual controller of the Company does not act as a Director but actually executes the affairs of the Company, the provisions of these Articles regarding the obligations of loyalty and diligence of Directors shall apply. Where a controlling shareholder or an actual controller of the Company instructs a Director or a senior management member to engage in an act that is detrimental to the interests of the Company or the shareholders, the controlling shareholder or the actual controller of the Company shall be jointly and severally liable with the Director or the senior management member.
40		6.05 Where a controlling shareholder or an actual controller pledges the shares of the Company held by him/her or at his/her actual disposal, he/she shall maintain the control of the Company and the stability of its production and operation.
41	Chapter 6 The Shareholders' General Meetings	Chapter 7 The Shareholders' General Meetings
42	6.01 The shareholders' general meeting shall be the authoritative organization of the Company and shall exercise the functions and powers in accordance with laws.	7.01 The shareholders' general meeting shall be composed of all shareholders. The shareholders' general meeting shall be the authoritative organization of the Company and shall exercise the

		functions and powers in accordance with laws.
43	6.02 The shareholders' general meeting shall exercise the functions and powers to: (1) decide on the business policies and investment plans of the Company; (2) elect and replace non-employee represented Directors and Supervisors, and decide on matters concerning the remuneration of Directors and Supervisors; (3) deliberate and approve reports of the Board; (4) deliberate and approve reports of the Supervisory Committee; (5) deliberate and approve the annual financial budget and final account proposals of the Company; (6) deliberate and approve the Company's plans for profit distribution and making up losses; (7) make resolutions concerning the increase or reduction of the Company's registered capital; (8) make resolutions concerning the issuance of corporate bonds; (9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company; (10) amend these Articles; (11) make resolutions on the employment, dismissal of the accounting firms by the Company; (12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares; (13) deliberate and approve the guarantees described in Article 6.03 of these Articles; (14) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company; (15) decide the connected transactions	7.02 The shareholders' general meeting shall exercise the functions and powers to: (1) elect and replace Directors, and decide on matters concerning the remuneration of Directors; (2) deliberate and approve reports of the Board; (3) deliberate and approve the Company's plans for profit distribution and making up losses; (4) make resolutions concerning the increase or reduction of the Company's registered capital; (5) make resolutions concerning the issuance of corporate bonds; (6) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company; (7) amend these Articles; (8) make resolutions on the employment, dismissal of the accounting firms that undertake the Company's auditing business by the Company; (9) deliberate and approve the guarantees described in Article 7.03 of these Articles; (10) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company; (11) decide the related transactions as required to be decided in the shareholders' general meetings in accordance with the provisions of the SZSE; (12) deliberate and approve changes to the usage of raised funds; (13) deliberate the share incentive schemes and employee shareholding schemes; (14) deliberate other matters as required to be decided in the shareholders'

	as required to be decided in the shareholders' general meetings in accordance with the provisions of the SZSE; (16) deliberate and approve changes to the usage of raised funds; (17) deliberate the share incentive schemes and employee shareholding schemes; (18) deliberate other matters as required to be decided in the shareholders' general meetings in accordance with laws, administrative regulations, departmental regulations, these Articles, and the listing rules of the place of listing of the Company.	general meetings in accordance with laws, administrative regulations, departmental regulations, these Articles, and the listing rules of the place of listing of the Company. The shareholders' general meeting may delegate the Board to resolve on the issuance of corporate bonds. Unless otherwise provided by laws, administrative regulations, the requirements of the CSRC and the rules of the stock exchanges, the aforesaid functions and powers of the shareholders' general meeting shall not be exercised by the Board or other institutions and individuals by means of authorization.
44	6.03 Any of the following external guarantees to be provided by the Company shall be subject to the deliberation and approval of the shareholders' general meeting: (1) any subsequent guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 50% of the latest audited net assets; (2) any subsequent guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 30% of the latest audited total assets; (3) any guarantee provided to any party with a gearing ratio of over 70%; (4) any single guarantee exceeding 10% of the latest audited net assets; (5) any subsequent guarantee after the accumulated amount of guarantees within the last 12 months exceeds 30% of the latest audited total assets of the Company; (6) any guarantee provided to shareholders, actual controllers, and their respective connected parties. In case of any violation of the approval authority of the shareholders' general meeting and the Board for external	7.03 Any of the following external guarantees to be provided by the Company shall be subject to the deliberation and approval of the shareholders' general meeting: (1) any subsequent guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 50% of the latest audited net assets; (2) any subsequent guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 30% of the latest audited total assets; (3) any guarantee provided to any party with a gearing ratio of over 70%; (4) any single guarantee exceeding 10% of the latest audited net assets; (5) any subsequent guarantee after the accumulated amount of guarantees within the last 12 months exceeds 30% of the latest audited total assets of the Company; (6) any guarantee provided to shareholders, actual controllers, and their respective related parties. In case of any violation of the approval authority of the shareholders' general meeting and the Board for external

	guarantee as stipulated under these Articles and causing loss to the Company, relevant officer shall be liable for economic compensation. If the case is serious and constitutes a crime, it shall be submitted to the judicial authority according to the relevant laws.	guarantee as stipulated under these Articles and causing loss to the Company, relevant officer shall be liable for economic compensation. If the case is serious and constitutes a crime, it shall be submitted to the judicial authority according to the relevant laws.
45	6.04 The shareholders' general meetings shall be divided into the annual general meeting (“AGM”) and the extraordinary general meeting (“EGM”). The AGM shall be convened once a year and shall be held within six months following the end of the preceding fiscal year. The Company shall convene an EGM within two months of the occurrence of any of the following circumstances: (1) the number of Directors is less than the number provided for in the Company Law of the PRC or less than two-thirds of the total as required by these Articles; (2) the losses of the Company that have not been made up reach one-third of the total paid-in share capital of the Company; (3) shareholders, individually or jointly, holding more than 10% of the Company's voting shares, request to convene an EGM; (4) when deemed necessary by the Board or proposed by the Supervisory Committee; (5) other circumstances as required by laws, administrative regulations, departmental regulations, or these Articles.	7.04 The shareholders' general meetings shall be divided into the annual general meeting (“AGM”) and the extraordinary general meeting (“EGM”). The AGM shall be convened once a year and shall be held within six months following the end of the preceding fiscal year. The Company shall convene an EGM within two months of the occurrence of any of the following circumstances: (1) the number of Directors is less than the number provided for in the Company Law of the PRC or less than two-thirds of the total as required by these Articles; (2) the losses of the Company that have not been made up reach one-third of the total paid-in share capital of the Company; (3) shareholders, individually or jointly, holding more than 10% of the Company's shares, request to convene an EGM; (4) when deemed necessary by the Board or proposed by the Audit Committee; (5) other circumstances as required by laws, administrative regulations, departmental regulations, or these Articles.
46	6.05 The location of the shareholders' general meetings shall be at the address of the Company, or an alternative location that is clearly stated in the notice of shareholders' general meetings. The shareholders' general meetings shall have a conference setting, and be held in an on-site form. The Company will also provide online or other methods for the convenience of shareholders'	7.05 The location of the shareholders' general meetings shall be at the address of the Company, or an alternative location that is clearly stated in the notice of shareholders' general meetings. The shareholders' general meetings shall have a conference setting, and be held in an on-site form. At the same time, it can also be held through electronic communication methods. The Company

	participation. Shareholders that participate in the shareholders' general meetings through the methods described above shall be considered in attendance. Once the notice of a shareholders' general meeting is issued, the venue of the on-site general meeting shall not be altered without proper reasons. In the event of alteration, the convener shall make an announcement to state the reasons at least two (2) trading days prior to the convening date of the on-site meeting.	will also provide online or other methods for the convenience of shareholders. Shareholders who participate in the shareholders' general meetings through the methods described above shall be considered in attendance. Once the notice of a shareholders' general meeting is issued, the venue of the on-site general meeting shall not be altered without proper reasons. In the event of alteration, the convener shall issue a notice and announcement to state the reasons at least two (2) trading days prior to the convening date of the on-site meeting.
47	6.06 The Company shall engage lawyers for the shareholders' general meetings to provide, and subsequently announce, legal opinions on the following issues: (1) whether the convening of the meeting and the meeting process is compliant with laws, administrative regulations, and these Articles; (2) whether the attendees and conveners of the meeting are legally qualified to do so; (3) whether the voting process and poll results of the meeting are legally valid; (4) as requested by the Company, the legal opinions issued on other related matters.	7.06 The Company shall engage lawyers for the shareholders' general meetings to provide, and subsequently announce, legal opinions on the following issues: (1) whether the convening of the meeting and the meeting process is compliant with the provisions of laws, administrative regulations, and these Articles; (2) whether the attendees and conveners of the meeting are legally qualified to do so; (3) whether the voting process and poll results of the meeting are legally valid; (4) as requested by the Company, the legal opinions issued on other related matters.
48	6.07 Independent directors have the right to propose the convening of an EGM to the Board. In response to the proposal from the independent directors for the convening of an EGM, the Board shall, in accordance with laws, administrative regulations, and these Articles, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to	7.07 The Board shall convene shareholders' general meetings on a regular basis and within the prescribed time limit. As approved by more than half of all independent directors, independent directors have the right to propose the convening of an EGM to the Board. In response to the proposal from the independent directors for the convening of an EGM, the Board shall, in accordance with laws, administrative regulations, and these Articles, provide

	convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board; in the event that the Board disagrees with the convening of an EGM, the reasons for such shall be stated and announced.	written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board; in the event that the Board disagrees with the convening of an EGM, the reasons for such shall be stated and announced.
49	6.08 The Supervisory Committee has the right to propose to the Board for the convening of an EGM, and such proposal shall be made in writing to the Board. The Board shall, in accordance with laws, administrative regulations, and these Articles, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of shareholders' general meetings shall be given within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the Supervisory Committee. In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, the Board shall be considered to be unable or unwilling to perform the obligation to convene a shareholders' general meetings. The Supervisory Committee may at its sole discretion convene and preside over the EGM in accordance with these Articles.	7.08 The Audit Committee shall submit a written proposal to the Board if it intends to propose the convening of an EGM. The Board shall, in accordance with laws, administrative regulations, and these Articles, provide written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of shareholders' general meetings shall be given within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the Audit Committee. In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, the Board shall be considered to be unable or unwilling to perform the obligation to convene a shareholders' general meetings. The Audit Committee may at its sole discretion convene and preside over the EGM in accordance with these Articles.
50	6.09 Shareholders that, either individually or jointly, hold over 10% of shares of the Company have the right to propose to the Board for the convening of an EGM, and such proposal shall be made in	7.09 Shareholders that, either individually or jointly, hold over 10% of shares of the Company may request the Board to convene an EGM in writing. The Board shall, in accordance with laws,

	writing to the Board. The Board shall, in accordance with laws, administrative regulations, and these Articles, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be provided within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, shareholders that, either individually or jointly, hold over 10% of shares of the Company have the right to propose to the Supervisory Committee for the convening of an EGM, and such proposal shall be made in writing to the Supervisory Committee. In the event that the Supervisory Committee agrees to convene an EGM, a notice of the shareholders' general meeting shall be provided within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Supervisory Committee did not provide a notice of the shareholders' general meeting within the specified timeframe, the Supervisory Committee shall be considered to be unwilling to convene and preside over the shareholders' general meeting. The shareholders that, either individually or jointly, hold over 10% of shares of the Company for a period of 90 consecutive days or more may at their sole discretion convene and preside over the EGM in	administrative regulations, and these Articles, provide written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be provided within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, shareholders that, either individually or jointly, hold over 10% of shares of the Company may propose to the Audit Committee for the convening of an EGM, and such proposal shall be made in writing to the Audit Committee. In the event that the Audit Committee agrees to convene an EGM, a notice of the shareholders' general meeting shall be provided within 5 days after receiving the proposal. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Audit Committee did not provide a notice of the shareholders' general meeting within the specified timeframe, the Audit Committee shall be considered to be unwilling to convene and preside over the shareholders' general meeting. The shareholders that, either individually or jointly, hold over 10% of shares of the Company for a period of 90 consecutive days or more may at their sole discretion convene and preside over the EGM in accordance with these Articles.
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	accordance with these Articles.	
51	6.10 In the event that the Supervisory Committee or shareholders at the sole discretion decide to convene a shareholders' general meeting, it shall notify the Board of the same in writing, as well as file with the securities exchanges. Prior to the publication of the resolutions of the shareholders' general meeting, the shareholdings, either individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for 90 consecutive days. Whilst publishing the notice and resolutions of the shareholders' general meeting, the Supervisory Committee or shareholders that intend to convene the meeting shall provide related validation materials to the securities exchanges.	7.10 In the event that the Audit Committee or shareholders at the sole discretion decide to convene a shareholders' general meeting, it shall notify the Board of the same in writing, as well as file with the securities exchanges. Prior to the publication of the resolutions of the shareholders' general meeting, the shareholdings, either individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for 90 consecutive days. Whilst publishing the notice and resolutions of the shareholders' general meeting, the Audit Committee or shareholders that intend to convene the meeting shall provide related validation materials to the securities exchanges.
52	6.11 The Board and the Secretary of the Board shall provide cooperation for the shareholders' general meetings convened by the Supervisory Committee or shareholders at the sole discretion. The Board shall provide the register of members as of the date of record. The Company shall be responsible for all necessary fees related to the shareholders' general meetings convened by the Supervisory Committee or shareholders at the sole discretion.	7.11 The Board and the Secretary of the Board shall provide cooperation for the shareholders' general meetings convened by the Audit Committee or shareholders at sole discretion. The Board shall provide the register of members as of the date of record. The Company shall be responsible for all necessary fees related to the shareholders' general meetings convened by the Audit Committee or shareholders at the sole discretion.
53	6.12 Proposals of the shareholders' general meetings shall fall within the purview of the shareholders' general meetings, and shall have clear discussion subjects and specific matters to be resolved, and be in compliance with the relevant provisions of laws, administrative regulations, and these Articles.	7.12 Proposals of the shareholders' general meetings shall fall within the purview of the shareholders' general meetings, and shall have clear discussion subjects and specific matters to be resolved, and be in compliance with the relevant provisions of laws, administrative regulations, and these Articles.
54	6.13 When the Company is to hold an AGM, it shall give a written notice to its shareholders 21 days prior to the meeting, When the Company is to hold an EGM, it shall give a written notice to its shareholders 15 days prior to the	7.13 When the Company is to hold an AGM, the convenor shall give a written announcement or notice to its shareholders 21 days prior to the meeting, When the Company is to hold an EGM, the convenor shall give a

	meeting.	written announcement or notice to its shareholders 15 days prior to the meeting.
55	6.14 When the Company convenes a shareholders' general meeting, the Board, the Supervisory Committee, and shareholders that, either individually or jointly, hold more than 3% of shares of the Company have the right to make proposals to the Company. The Company shall include all matters in the proposals that fall within the purview of the shareholders' general meeting into the agenda of this meeting. Shareholders that, individually or jointly, hold more than 3% of shares of the Company can make and deliver the temporary proposals to the convener in writing 10 days or more prior to the shareholders' general meeting. The convener shall give a supplementary notice of the shareholders' general meeting within 2 days after receiving such proposals, and announce the contents of the temporary proposals. Other than circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' general meeting shall not be altered and new proposals shall not be added following the issuance of the announcement of the notice of the shareholders' general meeting by the convener. Proposals that are not clearly listed in the notice of the shareholders' general meeting or are not in compliance with Article 6.12 of these Articles shall not be voted on and decided during the shareholders' general meeting.	7.14 When the Company convenes a shareholders' general meeting, the Board, the Audit Committee, and shareholders that, either individually or jointly, hold more than 1% of shares of the Company have the right to make proposals to the Company. The Company shall include all matters in the proposals that fall within the purview of the shareholders' general meeting into the agenda of this meeting. Shareholders that, individually or jointly, hold more than 1% of shares of the Company can make and deliver the temporary proposals to the convener in writing 10 days or more prior to the shareholders' general meeting. The convener shall give a supplementary notice of the shareholders' general meeting within 2 days after receiving such proposals, and announce the contents of the temporary proposals and submit such proposals to the shareholders' general meeting for consideration. However, this does not apply if the temporary proposals are in violation of laws, administrative regulations or the provisions of these Articles, or do not fall within the terms of reference of the shareholders' general meeting. Other than circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' general meeting shall not be altered and new proposals shall not be added following the issuance of the announcement of the notice of the shareholders' general meeting by the convener. Proposals that are not clearly listed in the notice of the shareholders' general meeting or are not in compliance with Article 7.12 of these Articles shall not be

		voted on and decided during the shareholders' general meeting.
56	6.15 A notice of the shareholders' general meeting shall include the following: (1) specify the place, date and time of the meeting; (2) the matters and proposals submitted to the meeting for deliberation; (3) contain conspicuously a statement that all ordinary shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not also be a shareholder; (4) state the record date for shareholders entitled to attend the meeting; (5) state the name and telephone number of the contact person for the meeting; (6) voting time and voting procedures by online or other means. If a shareholders' general meeting is convened by the Supervisory Committee or shareholders at the sole discretion in accordance with these Articles, provisions of this Article are applicable to the notice of such shareholders' general meeting.	7.15 A notice of the shareholders' general meeting shall include the following: (1) specify the place, time and duration of the meeting; (2) the matters and proposals submitted to the meeting for deliberation; (3) contain conspicuously a statement that all ordinary shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote on their behalf, and that such proxy need not also be a shareholder; (4) state the record date for shareholders entitled to attend the meeting; (5) state the name and telephone number of the contact person for the meeting; (6) voting time and voting procedures by online or other means. If a shareholders' general meeting is convened by the Audit Committee or shareholders at the sole discretion in accordance with these Articles, provisions of this Article are applicable to the notice of such shareholders' general meeting.
57	6.16 Notices and supplementary notices of a shareholders' general meeting shall fully and completely disclose all detailed contents of all proposals. For matters to be discussed that require opinions from the independent directors, the opinions of the independent directors and reasons thereof shall be simultaneously disclosed with the notice or supplementary notice of the shareholders' general meeting. The time to start voting via internet or by other means shall not be earlier than 3:00 p.m. of the day preceding the date of the onsite general meeting or later than 9:30 a.m. of the date of the onsite general meeting, and shall not conclude	7.16 Notices and supplementary notices of a shareholders' general meeting shall fully and completely disclose all detailed contents of all proposals. The time to start voting via internet or by other means shall not be earlier than 3:00 p.m. of the day preceding the date of the onsite general meeting or later than 9:30 a.m. of the date of the onsite general meeting, and shall not conclude earlier than 3:00 p.m. of the date of the onsite general meeting. The duration between the record date of shareholdings and the date of meeting shall be not more than 7 working days.

	earlier than 3:00 p.m. of the date of the onsite general meeting. The duration between the record date of shareholdings and the date of meeting shall be not more than 7 working days. The record date of shareholding, once confirmed, shall not be changed.	The record date of shareholding, once confirmed, shall not be changed.
58	6.17 If matters relating to election of Directors and Supervisors are proposed to be discussed at a shareholders' general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders' general meeting, which shall at least include the following: (1) educational background, work experience and all other positions undertaken on a part - time basis; (2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers; (3) disclosing the candidates' shareholdings in the Company; (4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange. Unless a Director or Supervisor is elected via the cumulative voting system, each candidate for Director or Supervisor shall be proposed via a single resolution.	7.17 If matters relating to election of Directors are proposed to be discussed at a shareholders' general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders' general meeting, which shall at least include the following: (1) educational background, work experience and all other positions undertaken on a part-time basis; (2) whether the candidates are related with the Company, its controlling shareholders or de facto controllers; (3) the candidates' shareholdings in the Company; (4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange. Unless a Director is elected via the cumulative voting system, each candidate for Director shall be proposed via a single resolution.
59	6.18 Following the issuance of the notice of the shareholders' general meeting, without proper cause, the shareholders' general meetings shall not be postponed or cancelled, and proposals listed in the notice of a shareholders' general meeting shall not be cancelled. In the event that postponement or cancellation occurs, the convener shall publish an announcement and explain the reasons thereof at least 2 working days prior to the original meeting date.	7.18 Following the issuance of the notice of the shareholders' general meeting, without proper cause, the shareholders' general meetings shall not be postponed or cancelled, and proposals listed in the notice of a shareholders' general meeting shall not be cancelled. In the event that postponement or cancellation occurs, the convener shall publish an announcement and explain the reasons thereof at least 2 working days prior to the original meeting date. The Board and other conveners of the

		Company shall take necessary precautions to ensure normal order of the shareholders' general meeting. Precautions shall be taken to prevent behaviors that interfere with the shareholders' general meeting, stir up trouble and infringe legal rights and interests of shareholders, which shall be timely reported to relevant departments for investigation.
60	6.19 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at that meeting.	7.19 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at that meeting.
61	6.20 All shareholders or their proxies as registered on the record date shall have the right to attend the shareholders' general meetings, and may exercise their right to vote in accordance with relevant laws, regulations, and these Articles. Shareholders may attend the shareholders' general meetings in person, or may also appoint a proxy to attend and vote on their behalf. In the event that such shareholder is a recognized clearing house (or its proxy), such shareholder may authorize one or more suitable persons to act as its representative at any shareholders' general meeting or at any class shareholders' general meetings; however, if more than one person is authorized, the power of attorney shall clarify the amount and type of shares associated with such persons' authorization. The persons who have received such authorization may exercise the rights on behalf of the recognized clearing house (or its proxy), as is such persons were an individual shareholder of the Company.	7.20 All holders of ordinary Shares or their proxies as registered on the record date shall have the right to attend the shareholders' general meetings, and may exercise their right to vote in accordance with relevant laws, regulations, and these Articles. Shareholders may attend the shareholders' general meetings in person, or may also appoint a proxy to attend and vote on their behalf. In the event that such shareholder is a recognized clearing house (or its proxy), such shareholder may authorize one or more suitable persons to act as its representative at any shareholders' general meeting or at any class shareholders' general meetings; however, if more than one person is authorized, the power of attorney shall clarify the amount and type of shares associated with such persons' authorization. The persons who have received such authorization may exercise the rights on behalf of the recognized clearing house (or its proxy), as if such persons were an individual shareholder of the Company.
62	6.21 Individual shareholders attending a meeting in person shall present their personal identification card or other valid documentation, proof, or stock	7.21 Individual shareholders attending a meeting in person shall present their personal identification card or other valid documentation or proof that can

	account card that can clarify their identity; proxies attending a meeting on behalf of shareholders shall present their valid personal identification card and the power of attorney signed by the shareholders. Corporate shareholders shall attend the meeting through their legal representative or proxies authorized by the legal representative. In the event that the legal representative is in attendance, such persons shall present their personal identification card and valid proof to show that they qualify as the legal representative; in the event that proxies are in attendance, such proxies shall present their personal identification card and the power of attorney issued by the legal representative of the corporate shareholder. The power of attorney shall clarify the number of shares represented by the proxy.	clarify their identity; proxies attending a meeting on behalf of shareholders shall present their valid personal identification card and the power of attorney signed by the shareholders. Corporate shareholders shall attend the meeting through their legal representative or proxies authorized by the legal representative. In the event that the legal representative is in attendance, such persons shall present their personal identification card and valid proof to show that they qualify as the legal representative; in the event that proxies are in attendance, such proxies shall present their personal identification card and the power of attorney issued by the legal representative of the corporate shareholder. The power of attorney shall clarify the number of shares represented by the proxy.
63	6.22 In the event that the power of attorney is signed by another person authorized by the entrusting party, the power of attorney or other authorization documents authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents shall be placed together with the power of attorney appointing a voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. In the event that the entrusting party is a legal person, once the power of attorney is signed by the official authorized representative, its legal representative or any person authorized by the Board or by other decision-making body shall attend the Company's shareholders' general meeting as a representative.	7.22 In the event that the voting proxy power of attorney is signed by another person authorized by the entrusting party, the power of attorney or other authorization documents authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents shall be placed together with the power of attorney appointing a voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.
64	6.23 The power of attorney issued by shareholders to appoint proxies to attend a shareholders' general meeting shall clarify the following details:	7.23 The power of attorney issued by shareholders to appoint proxies to attend a shareholders' general meeting shall clarify the following details:

	(1) Name of proxies; (2) Whether or not they have voting rights; (3) Instructions to vote for, against, or abstain for each of the matters to be deliberated set forth in the agenda of the shareholders' general meeting; (4) Date of issuance and the valid term of the power of attorney; (5) Signature (or seal) of the entrusting party.	(1) name or title of the appointing party, class and number of shares held in the Company; (2) Name or title of proxies; (3) specific instructions from shareholders, including instructions to vote for, against, or abstain for each of the matters to be deliberated set forth in the agenda of the shareholders' general meeting; (4) Date of issuance and the valid term of the power of attorney; (5) Signature (or seal) of the entrusting party. If the appointing party is a corporate shareholder, the letter of attorney shall be affixed with the common seal of the institution.
65	6.24 The power of attorney shall specify that if no instruction is given by a shareholder, whether the proxy may vote according to his own will.	
66	6.27 The convener and lawyers retained by the Company shall jointly verify the legitimacy of the qualifications of shareholders in accordance with the register of members provided by the securities registration and clearing authority and appointed foreign agencies, and shall register the names (or aliases) of shareholders and the respective number of shares with voting rights held. The chairman of the meeting shall announce the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held prior to the voting on the meeting. The meeting registration shall come to a close before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held. The meeting registry shall represent the official data for the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held.	7.26 The convener and lawyers retained by the Company shall jointly verify the legitimacy of the qualifications of shareholders in accordance with the register of members provided by the securities registration and clearing authority and appointed foreign agencies, and shall register the names (or aliases) of shareholders and the respective number of shares with voting rights held. The chairman of the meeting shall announce the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held prior to the voting on the meeting. The meeting registration shall come to a close before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held. The meeting registry shall represent the official data for the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held.
67	6.28 When convening a shareholders' general	7.27 If the shareholders' general meeting

	meeting, all Directors, Supervisors and the Secretary of the Board of the Company shall attend the meeting. The senior management personnel shall attend the meeting as participants.	requests the attendance of Directors and the senior management personnel, the Directors and the senior management personnel shall attend the meeting and accept the shareholders' enquiry.
68	6.29 The Chairman of the Board shall preside the shareholders' general meeting. If the Chairman of the Board is unable to attend the meeting, the vice-chairman of the Board shall convene and act as the chairman of the shareholders' general meeting. If both the Chairman and vice-chairman are unable to attend the meeting, the meeting shall be chaired by a Director jointly nominated by more than half of the Directors. The chairman of the Supervisory Committee shall preside over the shareholders' general meetings convened by the Supervisory Committee at its sole discretion. In the event that the chairman of the Supervisory Committee is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a Supervisor jointly nominated by more than half of the Supervisors. For the shareholders' general meetings convened by shareholders at their sole discretion, the convener shall nominate a representative to preside over the meeting. In the event that the chairman violates the procedural regulations during the shareholders' general meeting that results in the shareholders' general meeting being unable to continue, upon approval by more than half of the shareholders with voting rights present at the meeting, a person may be nominated to chair the shareholders' general meeting and the meeting may continue.	7.28 The Chairman of the Board shall preside over the shareholders' general meeting. If the Chairman of the Board is unable or fails to perform this duty, the vice-chairman of the Board shall preside over the shareholders' general meeting. If the vice-chairman of the Board is unable or fails to perform this duty, a Director jointly elected by more than half of the Directors shall chair the meeting. The chairman of the Audit Committee shall preside over the shareholders' general meetings convened by the Audit Committee at its sole discretion. In the event that the chairman of the Audit Committee is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a member of the Audit Committee jointly nominated by more than half of the members of the Audit Committee. For the shareholders' general meetings convened by shareholders at their sole discretion, the convener or his/her elected representative shall preside over the meeting. In the event that the chairman violates the procedural regulations during the shareholders' general meeting that results in the shareholders' general meeting being unable to continue, upon approval by more than half of the shareholders with voting rights, a person may be nominated to chair the shareholders' general meeting and the meeting may continue.
69	6.30 The Company shall formulate the shareholders' general meeting's procedural regulations, detailing the convening and voting procedures of the	7.29 The Company shall formulate the shareholders' general meeting's procedural regulations, detailing the calling, convening and voting

	shareholders' general meeting, including notices, registration, deliberation of proposals, voting, vote counting, announcement of poll results, formulation of meeting resolutions, meeting minutes and its signature and announcement, etc., and the principles and contents of authorization by the shareholders' general meeting to the Board shall be clear and detailed. The shareholders' general meeting's procedural regulations shall be prepared by the Board, approved by the shareholders' general meeting, and included in the Appendix of these Articles.	procedures of the shareholders' general meeting, including notices, registration, deliberation of proposals, voting, vote counting, announcement of poll results, formulation of meeting resolutions, meeting minutes and its signature and announcement, etc., and the principles and contents of authorization by the shareholders' general meeting to the Board shall be clear and detailed. The shareholders' general meeting's procedural regulations shall be prepared by the Board, approved by the shareholders' general meeting, and included in the Appendix of these Articles.
70	6.31 On the annual general meeting of shareholders, the Board and Supervisory Committee shall report on their work over the last year. Each of independent directors shall also report on their work.	7.30 At the annual general meeting of shareholders, the Board shall report on its work over the last year. Each of independent directors shall also report on their work.
71	6.32 The Directors, Supervisors, and senior management personnel shall provide responses and explanations to the queries or recommendations raised by the shareholders at a shareholders' general meeting.	7.31 The Directors and senior management personnel shall provide responses and explanations to the queries or recommendations raised by the shareholders at a shareholders' general meeting.
72	6.33 The minutes of the shareholders' general meeting shall be kept, and shall be prepared by the Secretary of the Board. The minutes shall record the following contents: (1) The time, place, agenda, and name or alias of the convener of the meeting; (2) The name of the chairman of the meeting and those of the Directors, Supervisors, the president, and other senior management personnel who attend the meeting as attendees and participants; (3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the percentage in terms of the total share capital of the Company; (4) The deliberation, key points, and poll results of every proposal; (5) Queries or recommendations of the	7.32 The minutes of the shareholders' general meeting shall be kept, and shall be prepared by the Secretary of the Board. The minutes shall record the following contents: (1) The time, place, agenda, and name or alias of the convener of the meeting; (2) The name of the chairman of the meeting and those of the Directors and other senior management personnel who attend the meeting as participants; (3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the percentage in terms of the total share capital of the Company; (4) The deliberation, key points, and poll results of every proposal; (5) Queries or recommendations of the

	shareholders and the corresponding response or explanation in relation thereto; (6) The Names of lawyers, vote counters, and scrutineers; (7) Other contents that are required to be recorded into the minutes by these Articles.	shareholders and the corresponding response or explanation in relation thereto; (6) The Names of lawyers, vote counters, and scrutineers; (7) Other contents that are required to be recorded into the minutes by these Articles.
73	6.34 The convener shall ensure that the content of the minutes shall be true, accurate and complete. Minutes of the shareholders' general meeting shall be recorded by the Secretary and signed by the Directors, Supervisors, Secretary of the Board, the convener or its representative and the chairman of the meeting presented in the meeting. The minutes shall be kept for a minimum of 10 years, and filled with attendance register of shareholders present, power of attorney of proxies, and valid documents regarding to the online and other methods of voting.	7.33 The convener shall ensure that the content of the minutes shall be true, accurate and complete. Minutes of the shareholders' general meeting shall be signed by the Directors who attend the meeting as attendees and participants, Secretary of the Board, the convener or its representative and the chairman of the meeting presented in the meeting. The minutes shall be kept for a minimum of 10 years, and filled with attendance register of shareholders present, power of attorney of proxies, and valid documents regarding the online and other methods of voting.
74	6.35 The convener shall ensure that a shareholders' general meeting is held on a continuous basis until a final resolution is adopted. If a shareholders' general meeting is suspended or no resolution can be adopted due to force majeure or other exceptional reasons, necessary measures shall be taken so as to promptly re-convene the shareholders' general meeting or to directly terminate the shareholders' general meeting, and public announcement relating thereto shall also be made on a timely basis. At the same time, the convener shall report the same to the branches of CSRC and the relevant stock exchanges.	7.34 The convener shall ensure that a shareholders' general meeting is held on a continuous basis until a final resolution is adopted. If a shareholders' general meeting is suspended or no resolution can be adopted due to force majeure or other exceptional reasons, necessary measures shall be taken so as to promptly re-convene the shareholders' general meeting or to directly terminate the shareholders' general meeting, and public announcement relating thereto shall also be made on a timely basis. At the same time, the convener shall report the same to the branches of CSRC and the relevant stock exchanges.
75	6.36 Resolutions of the shareholders' general meeting shall be divided into the Ordinary Resolution and Special resolution. An Ordinary Resolution by a shareholders' general meeting shall require the approval of shareholders (including proxies) representing more than half of the voting rights present at the meeting.	7.35 Resolutions of the shareholders' general meeting shall be divided into the Ordinary Resolution and Special Resolution. An Ordinary Resolution by a shareholders' general meeting shall require the approval of shareholders representing more than half of the voting rights present at the meeting.

	A Special Resolution by a shareholders' general meeting shall require the approval of shareholders (including proxies) representing more than two-thirds of the voting rights present at the meeting.	A Special Resolution by a shareholders' general meeting shall require the approval of shareholders representing more than two-thirds of the voting rights present at the meeting.
76	6.37 When shareholders (including proxies) vote at a shareholders' general meeting, they shall exercise their voting rights according to the number of shares with voting rights represented by them. Each share shall carry one voting right. Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting. Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' meeting affecting profits of medium and small investors. The results of separate counting shall be public disclosure in time. If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Law of the PRC, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' general meeting. 	7.36 When shareholders vote at a shareholders' general meeting, they shall exercise their voting rights according to the number of shares with voting rights represented by them. Each share shall carry one voting right. Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting. Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' meeting affecting profits of medium and small investors. The results of separate counting shall be public disclosure in time. If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Law of the PRC, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' general meeting.
77	6.38 When a shareholders' general meeting is deliberating matters relating to connected transactions, the relevant connected shareholders may not exercise any voting rights, and the voting rights represented by the number of shares held by such connected shareholders shall not be calculated in the total number of shares valid and voting. The	7.37 When a shareholders' general meeting is deliberating matters relating to related transactions, the relevant related shareholders may not exercise any voting rights, and the voting rights represented by the number of shares held by such related shareholders shall not be calculated in the total number of shares valid and voting. The announcement of

	announcement of the resolutions of the shareholders' general meeting must fully disclose the results of the non-connected shareholders' voting. Procedures for recusal of connected shareholders from voting: (1) A connected shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the connected shareholder; (2) The connected shareholders may participate in the consideration and deliberation of the motions of connected transactions; (3) The non-connected shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and the Rules of Procedure for the General Meeting on the proposal of the connected transaction that the connected shareholders have recused themselves from voting on it; (4) Connected shareholders and their proxies shall not participate in vote counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-connected shareholders; and (5) The number of voting shares represented by the connected shareholders shall not be counted towards the total number of valid votes.	the resolutions of the shareholders' general meeting must fully disclose the results of the non-related shareholders' voting. Procedures for recusal of related shareholders from voting: (1) A related shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the related shareholder; (2) The related shareholders may participate in the consideration and deliberation of the motions of related transactions; (3) The non-related shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and the Rules of Procedure for the General Meeting on the proposal of the related transaction that the related shareholders have recused themselves from voting on it; (4) Related shareholders and their proxies shall not participate in vote counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-related shareholders; and (5) The number of voting shares represented by the related shareholders shall not be counted towards the total number of valid votes.
78	6.39 Other than the Company being in crisis and other special circumstances, the Company shall not enter into contracts for the delegation of the management of the whole or part of major businesses of the Company to persons other than Directors and senior management personnel without the approval of special resolutions at the shareholders' general meeting.	7.38 Other than the Company being in crisis and other special circumstances, the Company shall not enter into contracts for the delegation of the management of the whole or part of major businesses of the Company to persons other than Directors and senior management personnel without the approval of special resolutions at the shareholders' general meeting.
79	6.40 The list of candidates for Directors and	7.39 The list of candidates for Directors shall

	Supervisors shall be proposed to the shareholders' general meetings for deliberation. The Board shall announce to the shareholders the curriculum vitae ("CV") and basic information of candidates for Directors and Supervisors. (1) Candidates for Directors and Supervisors that are not employee representatives of the Company can be nominated by the Board and the Supervisory Committee, respectively; (2) Shareholders that individually or jointly hold more than 3% of shares shall have the right to nominate candidates for non-independent directors and supervisors that are not employee representatives; shareholders that individually or jointly hold more than 1% of shares or the Supervisory Committee shall have the right to nominate candidates for independent directors. However, the nominees of independent directors shall not nominate individuals with interests or other closely related individuals who may affect their independent performance as independent director candidates. Written notice concerning the shareholders' proposed nominations of candidates for Directors and Supervisors as described above shall be sent to the Board as a single motion no later than 10 days prior to the shareholders' general meeting is convened, together with the detailed information of the candidates for Directors and Supervisors as required under Article 6.17 of these Articles. The total number of candidates for Directors and Supervisors nominated by each shareholder shall be no more than the total number of vacancies of Directors and Supervisors. The Board shall verify the relevant	be proposed to the shareholders' general meetings for deliberation. The Board shall announce to the shareholders the curriculum vitae ("CV") and basic information of candidates for Directors. (1) Candidates for Directors can be nominated by the Board; (2) Shareholders that individually or jointly hold more than 3% of shares shall have the right to nominate candidates for non-independent directors; shareholders that individually or jointly hold more than 1% of shares shall have the right to nominate candidates for independent directors. The nominees of independent directors shall not nominate individuals with interests or other closely related individuals who may affect their independent performance as independent director candidates. Written notice concerning the shareholders' proposed nominations of candidates for Directors as described above shall be sent to the Board as a single motion no later than 10 days prior to the shareholders' general meeting is convened, together with the detailed information of the candidates for Directors as required under Article 7.17 of these Articles. The total number of candidates for Directors nominated by each shareholder shall be no more than the total number of vacancies of Directors. The Board shall verify the relevant information of candidates under the provisions of Article 7.17 of these Articles within 2 days after receiving such nominations submitted by the shareholders as described above in accordance with the provisions. For the nominations of qualified candidates for Directors, the Board shall submit as a provisional motion to the shareholders' general meeting and publish a timely announcement or supplementary circular; for the
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	information of candidates under the provisions of Article 6.17 of these Articles within 2 days after receiving such nominations submitted by the shareholders as described above in accordance with the provisions. For the nominations of qualified candidates for Directors and Supervisors, the Board shall submit as a provisional motion to the shareholders' general meeting and publish a timely announcement or supplementary circular; for the nominations of unqualified candidates for Directors and Supervisors, the Board shall provide a timely explanation to the nominator; The Board shall evaluate whether it is necessary to postpone the shareholders' general meeting at which the nominated director candidates as described above shall be elected, in order to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or the supplementary circular. (3) Supervisors that are employee representatives shall be democratically elected through the association of employee representatives of the Company; (4) The cumulative voting system shall be adopted if a sole shareholder and its concert parties are interested in 30% or more of the shares of the Company; The cumulative voting system shall be adopted if more than two independent directors were elected by the general meeting. The term "cumulative voting system" used in the previous provision refers to during the election of Directors and Supervisors at the shareholders' general meeting, voting rights of each share shall be the same as the number of candidates for Directors or Supervisors. Shareholders with	nominations of unqualified candidates for Directors, the Board shall provide a timely explanation to the nominator; The Board shall evaluate whether it is necessary to postpone the shareholders' general meeting at which the nominated director candidates as described above shall be elected, in order to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or the supplementary circular. (3) Directors who are employee representatives shall be democratically elected through the employee representative assembly, the employee assembly or other forms; (4) The cumulative voting system shall be adopted if a sole shareholder and its concert parties are interested in 30% or more of the shares of the Company; The cumulative voting system shall be adopted if more than two independent directors were elected by the general meeting. The term "cumulative voting system" used in the previous provision refers to during the election of Directors at the shareholders' general meeting, voting rights of each share shall be the same as the number of candidates for Directors. Shareholders with voting rights may cast all votes to one candidate. Shareholders' meeting shall abide by the following rules when electing directors by cumulative voting: (I) The number of director candidates can be larger than the number to be elected in shareholders' meeting, but the candidate number voted by each shareholder cannot exceed the number of director to be elected
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	voting rights may cast all votes to one candidate. Shareholders' meeting shall abide by the following rules when electing directors and supervisors by cumulative voting: (I) The number of director or supervisor candidates can be larger than the number to be elected in shareholders' meeting, but the candidate number voted by each shareholder cannot exceed the number of director or supervisor to be elected in shareholders' meeting. The summation of allocated votes cannot exceed vote owned by shareholders; otherwise, the vote shall be cancelled; (II) Separate voting shall be implemented for independent directors and non-independent directors. When electing independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of independent directors to be elected, which can be only voted to candidates of independent directors of the company. When electing non-independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of non-independent directors to be elected, which can be only voted to candidates of non-independent directors of the company. (III) The final elect shall be determined on votes of director or supervisor candidates, but the least votes of each elect must exceed half of sum of shares held by shareholders attending	in shareholders' meeting. The summation of allocated votes cannot exceed vote owned by shareholders; otherwise, the vote shall be cancelled; (II) Separate voting shall be implemented for independent directors and non-independent directors. When electing independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of independent directors to be elected, which can be only voted to candidates of independent directors of the company. When electing non-independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of non-independent directors to be elected, which can be only voted to candidates of non-independent directors of the company. (III) The final elect shall be determined on votes of director candidates, but the least votes of each elect must exceed half of sum of shares held by shareholders attending shareholders' meeting. Where the elected directors are less than the number of directors that shareholders' meeting plans to elect, additional voting shall be taken for all director candidates with insufficient votes on gaps; if it remains insufficient, by-election shall be taken on the next shareholders' meeting of the company. If more than two director candidates get same votes but only part of them can be elected due to limit of planned number, separate vote and election needs taking again
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	shareholders' meeting (including shareholder agents). Where the elected directors or supervisors are less than the number of directors or supervisors that shareholders' meeting plans to elect, additional voting shall be taken for all director and supervisor candidates with insufficient votes on gaps; if it remains insufficient, by-election shall be taken on the next shareholders' meeting of the company. If more than two director or supervisor candidates get same votes but only part of them can be elected due to limit of planned number, separate vote and election needs taking again for the director and supervisor candidates with same votes.	for the director candidates with same votes.
80	6.41 Voting at general meeting will record the name of the voter, that is, by open ballot. Shareholders who attend the general meeting shall express one of the following indications about the proposal submitted for voting: for, against or abstain. Securities registration and clearing institution is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders. Blank, invalid and illegible votes, and votes that are not submitted by the voter shall be considered as abstention from voting, and the voting of such shares held by such voters shall be counted under “abstention” of the poll results. Where any shareholder is under the Listing Rules of the HKEx required to abstain from voting or restricted to voting only for or only against any particular matter to be resolved, any votes cast by or on behalf of such	7.40 Voting at a general meeting will record the name of the voter, that is, by open ballot. Shareholders who attend the general meeting shall express one of the following indications about the proposal submitted for voting: for, against or abstain. Securities registration and clearing institution is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders. Blank, invalid and illegible votes, and votes that are not submitted by the voter shall be considered as abstention from voting, and the voting of such shares held by such voters shall be counted under “abstention” of the poll results. Where any shareholder is under the Listing Rules of the HKEx required to abstain from voting or restricted to voting only for or only against any particular matter to be resolved, any

	shareholder in contravention of such requirement or restriction shall not be counted.	votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
81	6.42 Other than the cumulative voting system, the shareholders' general meeting shall vote on each proposal separately. For matters that contain different proposals, voting shall be in the order of the time that each proposal was proposed. Other than force majeure and other special circumstances that cause the suspension of and failure to make resolutions at the shareholders' general meeting, the shareholders' general meeting shall not postpone or refuse to vote on resolutions.	7.41 Other than the cumulative voting system, the shareholders' general meeting shall vote on each proposal separately. For matters that contain different proposals, voting shall be in the order of the time that each proposal was proposed. Other than force majeure and other special circumstances that cause the suspension of and failure to make resolutions at the shareholders' general meeting, the shareholders' general meeting shall not postpone or refuse to vote on resolutions.
82	6.43 Resolutions may not be amended during the deliberation at the shareholders' general meeting, otherwise, the relevant amendments shall be considered as a new proposal, and shall not be voted on during this shareholders' general meeting.	7.42 Proposals may not be amended during the deliberation at the shareholders' general meeting, and, if revised, such proposal shall be considered as a new proposal, and shall not be voted on during this shareholders' general meeting.
83	6.45 Before a resolution is decided on a proposal at a shareholders' general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. When shareholders are related parties in the matters under deliberation, the relevant shareholder and his proxies shall not participate in counting the votes or supervising the counting process. When a resolution is decided on a proposal at a shareholders' general meeting, legal advisers, representatives of shareholders and representatives of Supervisors shall jointly participate in counting the votes as well as supervising the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes. Shareholders or proxies that vote through online	7.44 Before a resolution is decided on a proposal at a shareholders' general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. When shareholders are related parties in the matters under deliberation, the relevant shareholder and his/her proxies shall not participate in counting the votes or supervising the counting process. When a resolution is decided on a proposal at a shareholders' general meeting, legal advisers, and representatives of shareholders shall jointly participate in counting the votes as well as supervising the counting process. They shall announce the voting results at the meeting. The voting results in connection with the resolution shall be recorded in the minutes. Shareholders or proxies that vote through online or other methods have

	or other methods have the right to inspect their voting results through the respective voting platforms.	the right to inspect their voting results through the respective voting platforms.
84	6.46 A shareholders' general meeting shall not be declared closed for shareholders who attend in person at a time earlier than for those shareholders who attend via internet or other permitted means. The chairman of the meeting shall announce to the meeting the voting details and results of each proposal and shall declare whether or not a proposal is adopted on the basis of the relevant voting results. Prior to formally announcing the voting results, all those who are involved in the meeting whether in person or via internet or other permitted means, including any companies, persons responsible for counting the votes, persons responsible for supervising the counting process, major shareholders, internet service providers and other relevant parties shall have the obligation to keep matters related to voting confidential.	7.45 A shareholders' general meeting shall not be declared closed for shareholders who attend in person at a time earlier than for those shareholders who attend via internet or other permitted means. The chairman of the meeting shall announce to the meeting the voting details and results of each proposal and shall declare whether or not a proposal is adopted on the basis of the relevant voting results. Prior to formally announcing the voting results, all those who are involved in the meeting whether in person or via internet or other permitted means, including any companies, persons responsible for counting the votes, persons responsible for supervising the counting process, shareholders, internet service providers and other relevant parties shall have the obligation to keep matters related to voting confidential.
85	6.47 If the chairman of the meeting has any doubt about the results of voting resolutions, a vote count may be organized for the submitted votes; shareholders or proxies attending the meeting that disagree with the results announced by the chairman of the meeting have the right to request a vote count immediately after the announcement of the poll results, and the chairman of the meeting shall immediately organize a vote count.	7.46 If the chairman of the meeting has any doubt about the results of voting resolutions, a vote count may be organized for the submitted votes; shareholders or proxies attending the meeting that disagree with the results announced by the chairman of the meeting have the right to request a vote count immediately after the announcement of the poll results, and the chairman of the meeting shall immediately organize a vote count.
86	6.48 The resolutions of a shareholders' general meeting shall be promptly announced, and the announcement shall include the number of shareholders and proxies attending the meeting, total number of shares with voting rights held and its percentage with respect to the total number of shares with voting rights of the Company, voting method, poll results of each proposal, and detailed information of each resolution that was	7.47 The resolutions of a shareholders' general meeting shall be promptly announced, and the announcement shall include the number of shareholders and proxies attending the meeting, total number of shares with voting rights held and its percentage with respect to the total number of shares with voting rights of the Company, voting method, poll results of each proposal, and detailed information of each resolution that was

	approved.	approved.
87	6.49 Special notification shall be made in the results announcement of the shareholders' general meeting for resolutions that were not approved, or resolutions of the previous shareholders' general meeting that were amended in this shareholders' general meeting.	7.48 Special notification shall be made in the results announcement of the shareholders' general meeting for resolutions that were not approved, or resolutions of the previous shareholders' general meeting that were amended in this shareholders' general meeting.
88	6.50 After the approval by the shareholders' general meeting of resolutions regarding the election of Directors and Supervisors, the term of office of new Directors and Supervisors shall begin on the day after the approval of the resolution by the shareholders' general meeting.	7.49 After the approval by the shareholders' general meeting of resolutions regarding the election of Directors, the term of office of new Directors shall begin on the day after the approval of the resolution by the shareholders' general meeting.
89	6.51 The following matters shall be resolved by way of Ordinary Resolutions at the shareholders' general meeting: (1) work reports of the Board and Supervisory Committee; (2) Plans for the profits distribution and making up of losses formulated by the Board; (3) the appointment and removal of members of the Board and Supervisory Committee, their remuneration and method of payment of their remuneration; (4) the annual budget, final accounts of the Company; (5) the annual report of the Company; (6) other matters except those required to be adopted by special resolution in accordance with the provisions of law or administrative regulations or the Company Articles.	7.50 The following matters shall be resolved by way of Ordinary Resolutions at the shareholders' general meeting: (1) work reports of the Board; (2) Plans for the profits distribution and making up of losses formulated by the Board; (3) the appointment and removal of members of the Board, their remuneration and method of payment of their remuneration; (4) the annual report of the Company; (5) other matters except those required to be adopted by special resolution in accordance with the provisions of law or administrative regulations or the Company Articles.
90	6.52 The following matters shall be resolved by way of Special Resolutions at the shareholders' general meeting: (1) increase or decrease in registered capital of the Company; (2) Issuance of shares, convertible corporate bonds, preferred stocks and other securities recognized by the CSRC; (3) Division, merger, dissolution,	7.51 The following matters shall be resolved by way of Special Resolutions at the shareholders' general meeting: (1) increase or decrease in registered capital of the Company; (2) Issuance of shares, convertible corporate bonds, preferred stocks and other securities recognized by the CSRC; (3) Division, merger, dissolution,

	liquidation or change in corporate form of the Company; (4) Spin off its subsidiaries and listing; (5) Amendments of these Articles (including rules of procedure for the general meeting, rules of procedure for the Board, rules of procedure for the Supervisory Committee); (6) purchase or disposal of substantial assets or guarantee in consecutive 12 months with an amount exceeding 30% of the total assets of the Company according to rules 6.1.8 and 6.1.10 under listing rules of SZSE; (7) Stock incentive plans; (8) Share repurchases by the Company for the purpose of reducing registered capital; (9) Major asset restructuring; (10) The resolution made by the Company's general meeting decides to voluntarily withdraw its shares from the stock exchange and decide not to trade on the exchange or apply for trading or transfer on other trading venues; and (11) Other matters required by laws, administrative regulations, or these Articles, and matters as resolved by way of ordinary resolutions by the shareholders' general meetings that may have a significant impact on the Company and require approval by way of special resolutions. The proposals mentioned in items (4) and (10) of the preceding paragraph shall, in addition to being approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting of shareholders, be approved by more than two-thirds of the voting rights held by shareholders present at the meeting other than the directors, supervisors, senior management of the listed company and shareholders who individually or collectively hold more than 5% of the shares of the listed company.	liquidation or change in corporate form of the Company; (4) Spin off its subsidiaries and listing; (5) Amendments of these Articles (including rules of procedure for the general meeting, rules of procedure for the Board); (6) purchase or disposal of substantial assets or guarantee in consecutive 12 months with an amount exceeding 30% of the latest audited total assets of the Company according to rules 6.1.8 and 6.1.10 under listing rules of SZSE; (7) Stock incentive plans; (8) Share repurchases by the Company for the purpose of reducing registered capital; (9) Major asset restructuring; (10) The resolution made by the Company's general meeting to voluntarily withdraw its shares from the stock exchange and not to trade on the exchange or apply for trading or transfer on other trading venues; and (11) Other matters required by laws, administrative regulations, or these Articles, and matters as resolved by way of ordinary resolutions by the shareholders' general meetings that may have a significant impact on the Company and require approval by way of special resolutions. The proposals mentioned in items (4) and (10) of the preceding paragraph shall, in addition to being approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting of shareholders, be approved by more than two-thirds of the voting rights held by shareholders present at the meeting other than the Directors and senior management of the Company and shareholders who individually or collectively hold more than 5% of the shares of the Company. Other matters which are provided in the
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	Other matters which are provided in the laws, administrative or these Articles, and resolved by shareholders by Ordinary Resolutions and are considered by the shareholders to be material to the Company and are required to be passed by Special Resolutions.	laws, administrative or these Articles, and resolved by shareholders by Ordinary Resolutions and are considered by the shareholders to be material to the Company and are required to be passed by Special Resolutions.
91	7.01 Holders of different classes of shares are class shareholders. Class shareholders shall have the same rights and obligations in accordance with law, administrative regulations and these Articles.	8.01 For the purposes of this section only, holders of domestic shares and holders of foreign shares shall be deemed to be different classes of shareholders.
92	7.02 Rights conferred on any class shareholder may not be varied or abrogated unless approved by a Special Resolution at the shareholders' general meeting and by shareholders of that class at a separate shareholders' general meeting held in accordance with Articles 7.04 to 7.08 of these Articles.	8.02 Rights conferred on any class shareholder may not be varied or abrogated unless approved by a Special Resolution at the shareholders' general meeting and by shareholders of that class at a separate shareholders' general meeting held in accordance with Articles 8.04 to 8.08 of these Articles.
93	7.04 Shareholders of the affected class, whether or not otherwise having voting rights at the shareholders' general meeting, shall have the right to vote at meetings of class shareholders with respect to matters involving items (2) to (8) and (11) to (12) of Article 7.03. However, interested shareholders shall not have the right to vote at class meetings. The term "interested shareholders" described in the previous provision shall have the following meanings: (1) If the Company made a repurchase offer to all shareholders with the same proportion or has repurchased its own shares through open transactions on a securities exchange in accordance with Article 4.04 hereof, the controlling shareholders as defined in Article 5.09 hereof shall be deemed to be "interested shareholders"; (2) If the Company has repurchased its	8.04 Shareholders of the affected class, whether or not otherwise having voting rights at the shareholders' general meeting, shall have the right to vote at meetings of class shareholders with respect to matters involving items (2) to (8) and (11) to (12) of Article 8.03. However, interested shareholders shall not have the right to vote at class meetings. The term "interested shareholders" described in the previous provision shall have the following meanings: (1) If the Company made a repurchase offer to all shareholders with the same proportion or has repurchased its own shares through open transactions on a securities exchange in accordance with Article 4.05 hereof, the controlling shareholders as defined in Article 6.01 hereof shall be deemed to be "interested shareholders"; (2) If the Company has repurchased its

	own shares by an agreement outside a securities exchange in accordance with Article 4.04 hereof, shareholders related to such agreement shall be deemed to be “interested shareholders”; (3) Under a restructuring proposal of the Company, an “interested shareholder” means a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class	own shares by an agreement outside a securities exchange in accordance with Article 4.05 hereof, shareholders related to such agreement shall be deemed to be “interested shareholders”; (3) Under a restructuring proposal of the Company, an “interested shareholder” means a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class
94	7.07 Notice of class shareholders’ meeting needs only be served on class shareholders who are entitled to vote thereat. The procedures of a meeting of any class shareholders shall be conducted as nearly as possible as those of the shareholders’ general meetings. The provisions of these Articles relating to any shareholders’ general meeting shall apply to any meeting of the class shareholders.	8.07 Notice of class shareholders’ meeting needs only be served on class shareholders who are entitled to vote thereat. The procedures of a meeting of any class shareholders shall be conducted as nearly as possible as those of the shareholders’ general meetings. The provisions of these Articles relating to any shareholders’ general meeting shall apply to any meeting of the class shareholders.
95	7.08 Other than shareholders of other class shares, domestic shareholders and overseas listed foreign shareholders shall be deemed to be different classes of shareholders. The special procedures of approval by separate class shareholders shall not apply to the following circumstances: (1) where the Company issues, upon approval by a Special Resolution of the shareholders’ general meeting, either separately or concurrently once every twelve months, not more than twenty per cent. (20%) of each of the existing issued domestic shares and overseas listed foreign shares of the Company; or (2) where the Company’s plan to issue	8.08 The special procedures of approval by separate class shareholders shall not apply to the following circumstances: (1) where the Company issues, upon approval by a Special Resolution of the shareholders’ general meeting, either separately or concurrently once every twelve months, not more than twenty per cent. (20%) of each of the existing issued domestic shares and overseas listed foreign shares of the Company; (2) where the Company’s plan to issue domestic shares and overseas listed foreign shares on establishment is implemented within fifteen (15) months from the date of approval by the CSRC.

	domestic shares and overseas listed foreign shares on establishment is implemented within fifteen (15) months from the date of approval by the CSRC.	
96	8.01 The Board is established by the Company and shall be responsible to the shareholders' general meeting. Directors shall be natural persons. The Board shall be composed of 9 directors, including 3 independent directors. (namely, directors who are independent from the shareholders of the Company and do not hold any office in the Company, hereinafter referred to as "independent directors") The Board shall elect one Chairman, and one Vice Chairman. The Board shall establish such specialized committees as the Nomination Committee, Strategy Committee, Audit Committee, Remuneration and Assessment Committee, etc. Such specialized committees shall be responsible for the Board and perform duties in accordance with the Articles and the authorization of the board of directors. The proposal shall be proposed and reviewed by the Board. Such specialized committees comprise only directors. The members of the Audit Committee will be directors who do not serve as senior management in the Company. The number of independent directors in each of the Audit Committee, Nomination Committee and Remuneration and Assessment Committee shall be in the majority and the convener of these committees shall be an independent director. The convener of the Audit Committee shall be an accounting professional. The Board is responsible for constituting the terms and references of such specialized committees, clarifying the composition of such specialized committees, the term of	9.01 The Board is established by the Company and shall be responsible to the shareholders' general meeting. Directors shall be natural persons. The Board shall be composed of 9 directors, including 3 independent directors. (namely, directors who are independent from the shareholders of the Company and do not hold any office in the Company, hereinafter referred to as "independent directors") The Board shall elect one Chairman, and one Vice Chairman, and have 1 employee representative Director. The senior management can also be directors, but the total number of directors who are also senior management and directors who are employee representatives shall not exceed one half but not less than one third of the total number of directors of the Company.

	office of members, the scope of their duties, the rules of procedures, the preservation of archives, and other related matters, and the regulation of such specialized committees' operations. The president and senior management can also be directors, but the total number of directors who are also president, senior management and employee representatives shall not exceed one half but not less than one third of the total number of directors of the Company.	
97	8.02 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 three years and may serve consecutive terms if reelected upon the expiration of their terms. The Chairman and the Vice Chairman shall be elected and removed by a vote of more than one-half of all the directors. Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meetings may remove any Director whose term of office has not expired by Ordinary Resolution (however this will not prejudice any request for compensation which may be raised pursuant to any contract). Directors are not required to hold shares in the Company.	9.02 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 three years and may serve consecutive terms if reelected upon the expiration of their terms. The Chairman and the Vice Chairman shall be elected and removed by a vote of more than one-half of all the directors. The shareholders' general meeting may remove any Director through resolutions, effective as of the date when the resolutions take effect. Where a Director is terminated before expiration of his/her term of office without justifiable reasons, the Director may demand indemnification from the Company. Directors are not required to hold shares in the Company.
98	8.04 Directors shall, in accordance with applicable laws, administrative regulations, and these Articles, perform the following responsibilities of loyalty to the Company that they: (1) shall not accept bribes or other illegal incomes by taking advantages of their functions, and shall not	9.04 Directors shall comply with applicable laws, administrative regulations, and these Articles, and shall have a fiduciary obligation to the Company, take measures to avoid any conflict of interest with the Company and not utilize their positions to seek undue benefits

	embezzle properties of the Company; (2) shall not misappropriate the corporate funds; (3) shall not deposit assets or funds of the Company in accounts established under their respective name or the name of any other person; (4) shall not violate the regulations of these Articles by providing financial loans to other persons with the corporate funds or providing guarantees to other persons with the assets of the Company without prior approval from the shareholders' general meeting or the Board; (5) shall not establish contracts or conduct transactions with the Company in violation of the regulations of these Articles or without prior approval from the shareholders' general meeting; (6) shall not, by taking advantage of their functions, obtain, whether for themselves or for others, such business opportunities that should have been procured by the Company, or engage in any type of business which is the same as or similar to that of the Company whether for themselves or for others without prior approval from the shareholders' general meeting; (7) shall not personally accept commissions from transactions with the Company; (8) shall not disclose secrets of the Company without authorization; (9) shall not damage the interests of the Company by taking advantage of their connections with the Company; (10) shall perform other responsibilities of loyalty stipulated by laws, administrative regulations, departmental regulations and these Articles. Income gained by Directors in violation of this Article shall belong to the Company; if any losses are caused to the	Directors shall perform the following fiduciary obligations to the Company that they: (1) shall not embezzle properties of the Company or misappropriate the corporate funds; (2) shall not deposit funds of the Company in accounts established under their respective name or the name of any other person; (3) shall not use the authority to take bribes or solicit other illegal incomes; (4) shall not directly or indirectly sign any contract or deal with the Company before reporting to the Board or the shareholders' general meeting and passing the resolution at the Board meeting or the shareholders' general meeting in accordance with the provisions of these Articles; (5) shall not, by taking advantage of their functions, obtain, whether for themselves or for others, such business opportunities that should have been procured by the Company, unless reported to the Board or the shareholders' general meeting and approved by a resolution of the shareholders' general meeting, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of these Articles; (6) shall not engage in any type of business which is the same as or similar to that of the Company whether for themselves or for others without reporting to the Board or the shareholders' general meeting and passing a resolution at the shareholders' general meeting; (7) shall not personally accept commissions derived from others for transactions with the Company; (8) shall not disclose secrets of the Company without authorization;
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	Company thereby, Directors shall bear the appropriate liabilities for damages.	(9) shall not damage the interests of the Company by taking advantage of their connections with the Company; (10) shall perform other responsibilities of loyalty stipulated by laws, administrative regulations, departmental regulations and these Articles. Income gained by Directors in violation of this Article shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages. The provisions in clause (4) of the second paragraph of this Article shall apply to contracts or transactions entered into by close relatives of Directors or the senior management, enterprises directly or indirectly controlled by Directors or the senior management or their close relatives, and associates with whom Directors or the senior management have other related relationships.
99	8.05 Directors shall, in accordance with applicable laws, administrative regulations and these Articles, perform the following responsibilities of diligence to the Company that they: (1) shall exercise the authority given by the Company with prudence, earnest, and diligence, in order to guarantee the business operations of the Company are in compliance with the requirements of national laws, administrative regulations, and various national economic policies, and ensure the commercial activities shall not exceed the business scope stipulated by the business license; (2) shall treat all shareholders fairly; (3) shall stay abreast of the operations and management of businesses of the Company; (4) shall provide signatory confirmation for the periodic reports of the Company. Shall ensure information disclosed by the Company are	9.05 Directors shall comply with applicable laws, administrative regulations and these Articles, and shall fulfill the obligations of diligence to the Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company. Directors shall perform the following responsibilities of diligence to the Company that they: (1) shall exercise the authority given by the Company with prudence, earnest, and diligence, in order to guarantee the business operations of the Company are in compliance with the requirements of national laws, administrative regulations, and various national economic policies, and ensure the commercial activities shall not exceed the business scope stipulated by the business license; (2) shall treat all shareholders fairly;

	truthful, accurate, and complete; (5) shall truthfully provide relevant information and data to the Supervisory Committee, and shall not obstruct the Supervisory Committee or Supervisors from performing their duties; shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental regulations, and these Articles.	(3) shall stay abreast of the operations and management of businesses of the Company; (4) shall provide signatory confirmation for the periodic reports of the Company. Shall ensure information disclosed by the Company are truthful, accurate, and complete; (5) shall truthfully provide relevant information and data to the Audit Committee, and shall not obstruct the Audit Committee from performing their duties; (6) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental regulations, and these Articles.
100	8.06 In the event that the directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, they shall be deemed to be unable to perform their duties. The Board shall propose to the shareholders' general meeting for a replacement of the Director. The Board should make a statement in writing and disclose it in the following circumstances: (i) Fail to attend the Board meeting in person on two consecutive occasions; (ii) Fail to attend the Board meeting in person more than one half of the total number of Board meetings during the twelve consecutive months of their term of office. In the event that independent directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, the Board shall propose to convene a general meeting to remove their position within thirty days from the date of such fact.	9.06 In the event that the directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, they shall be deemed to be unable to perform their duties. The Board shall propose to the shareholders' general meeting for a replacement of the Director. The Board should make a statement in writing and disclose it in the following circumstances: (i) Fail to attend the Board meeting in person on two consecutive occasions; (ii) Fail to attend the Board meeting in person more than one half of the total number of Board meetings during the twelve consecutive months of their term of office. In the event that independent directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, the Board shall propose to convene a general meeting to remove their position within thirty days from the date of such fact.
101	8.07 Directors may request to resign prior to the expiration of their term of office. The resigning director shall submit a written	9.07 Directors may resign prior to the expiration of their term of office. The resigning director shall submit a written

	resignation report to the Board. The Board shall disclose the relevant information within 2 days. In the event the number of members of the Board of the Company is less than the minimum number required by law as a result of resignation of any Director, the original Directors shall perform their duties as directors in accordance with relevant provisions of laws, administrative regulations, departmental rules and these Articles before the newly elected Directors take office. If the resignation of an independent director results in the number of independent directors being less than one-third of the members of the Board, or if the proportion of independent directors on specialized committees does not meet the requirements, or if there is no accounting professional among the independent directors, the resignation report of the independent director shall not take effect until the next independent director fills the vacancy created by his/her resignation. Before the resignation report takes effect, the independent director who intends to resign shall still continue to perform his/her duties in accordance with the relevant laws, administrative regulations and the Articles of Association. Other than the circumstance mentioned in the foregoing paragraph, the resignation of Directors shall be effective immediately upon the service of the resignation report on the Board. In the case of the circumstance mentioned in the foregoing paragraph, the Company shall complete the by-election within sixty days from the date of the occurrence of the preceding fact.	resignation report to the Company. The resignation shall take effect on the day when the Company receives the resignation report, and the Company shall disclose the relevant information within 2 business days. In the event the number of members of the Board of the Company is less than the minimum number required by law as a result of resignation of any Director, or if the resignation of an Audit Committee member leads to the number of Audit Committee members falling below the legally prescribed minimum or the absence of an accounting professional, the original Directors shall perform their duties as directors in accordance with relevant provisions of laws, administrative regulations, departmental rules and these Articles before the newly elected Directors take office. If the resignation of an independent director results in the number of independent directors being less than one-third of the members of the Board, or if the proportion of independent directors on specialized committees does not meet the requirements, or if there is no accounting professional among the independent directors, the independent director who intends to resign shall continue to perform his/her duties until a new independent director is appointed. In the case of the circumstance mentioned in the foregoing paragraph, the Company shall complete the by-election within sixty days from the date of the occurrence of the preceding fact.
102		9.08 Upon coming into effect of his resignation or expiry of his term of office, a Director shall complete his/her hand-over procedures with the Board in

		entirety. The fiduciary duties of a Director to the Company and the shareholders do not necessarily cease upon termination of his/her term of office, and remain valid for the reasonable period as stipulated in Article 14.02 of these Articles of association,. Responsibilities that a director shall assume due to performance of his duties during his term of office shall not be exempted or terminated due to his separation from the Company.
103	8.09 Directors shall be liable for compensation if the Company incurred any losses due to violations of applicable provisions of laws, administrative regulations, department rules or these Articles on the part of the Directors in performing their duties.	9.10 If a Director, in the performance of his/her duties, causes damage to others, the Company will be liable for compensation; the Director shall also be liable for compensation if there is intentionality or gross negligence on his/her part. Directors shall be liable for compensation if the Company incurred any losses due to violations of applicable provisions of laws, administrative regulations, department rules or these Articles on the part of the Directors in performing their duties.
104	8.10 Independent directors shall perform their duties in accordance with laws, administrative regulations, and relevant requirements of CSRC and stock exchange.	
105	8.11 The Board shall be responsible to the shareholders' general meeting and shall exercise the following powers: (1) to be responsible for convening the shareholders' general meetings and reporting on its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meetings; (3) to decide on the business plans and investment proposals of the Company; (4) to formulate the proposed annual financial budget and final accounts of the Company; (5) to formulate the Company's profit distribution plan and plan for	9.11 The Board shall exercise the following powers: (1) to be responsible for convening the shareholders' general meetings and reporting on its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meetings; (3) to decide on the business plans and investment proposals of the Company; (4) to formulate the Company's profit distribution plan and plan for recovery of losses; (5) to formulate the Company's proposals for increases in or reductions of the Company's

	recovery of losses; (6) to formulate the Company's proposals for increases in or reductions of the Company's registered capital and the issue of bonds or other securities and plans for listing of the Company; (7) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or changing of the form of the Company; (8) to determine on establishment of the internal management organ of the Company; (9) to determine on matters relating to purchase or sale of major assets, asset mortgage, external guarantees, connected transactions and external donations within the scope of authority conferred by the shareholders' general meetings; (10) subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to determine on matters relating to the Company's (including any Subsidiary controlled by it) investment and entrusted financing for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorize the Chairman or Subsidiaries controlled by the Company to determine on such matters within the scope of the authorization by establishing various sound systems, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed; (11) to formulate proposals for amendments to these Articles; (12) to decide on the engagement or dismissal of the Company's President, Secretary to the Board and other senior management and determine their remuneration and	registered capital and the issue of bonds or other securities and plans for listing of the Company; (6) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or changing of the form of the Company; (7) to determine on establishment of the internal management organ of the Company; (8) to determine on matters relating to purchase or sale of major assets, asset mortgage, external guarantees, related transactions and external donations within the scope of authority conferred by the shareholders' general meetings; (9) subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to determine on matters relating to the Company's (including any Subsidiary controlled by it) investment and entrusted financing for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorize the Chairman or Subsidiaries controlled by the Company to determine on such matters within the scope of the authorization by establishing various sound systems, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed; (10) to formulate proposals for amendments to these Articles; (11) to decide on the engagement or dismissal of the Company's President, Secretary to the Board and other senior management and determine their remuneration and matters related to incentive and punishment; to decide on the engagement or dismissal of the Company's CFO, Vice Presidents,
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	matters related to incentive and punishment; to decide on the engagement or dismissal of the Company's CFO, Vice Presidents, Chief Engineers, and other senior management personnel in accordance with the nominations provided by the President, and determine on matters of remuneration, bonuses, and punishments of such persons; (13) to formulate the basic management system of the Company; (14) to management matters of information disclosure of the Company; (15) to decide on the engagement of sponsors; (16) to formulate the share incentive schemes and employee shareholding schemes of the Company; (17) to listen to the work report of the President of the Company and to inspect the work of the President; (18) to propose to the shareholders' general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by these Articles; (19) to determine on the salary standard, benefits and bonuses plan of the Company; (20) to determine the format of specialized committees, and to engage and dismiss relevant personnel; (21) other authorities given by laws, administrative regulations, department rules and these Articles. Resolutions for connected transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors. Matters which are beyond authorization of the general meeting shall be submitted to the general meeting for consideration.	Chief Engineers, and other senior management personnel in accordance with the nominations provided by the President, and determine on matters of remuneration, bonuses, and punishments of such persons; (12) to formulate the basic management system of the Company; (13) to management matters of information disclosure of the Company; (14) to decide on the engagement of sponsors; (15) to formulate the share incentive schemes and employee shareholding schemes of the Company; (16) to listen to the work report of the President of the Company and to inspect the work of the President; (17) to propose to the shareholders' general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by these Articles; (18) to determine on the salary standard, benefits and bonuses plan of the Company; (19) to determine the format of specialized committees, and to engage and dismiss relevant personnel; (20) other authorities given by laws, administrative regulations, department rules, these Articles or shareholders' general meeting. Resolutions for related transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors. Matters which are beyond authorization of the general meeting shall be submitted to the general meeting for consideration.
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106	8.12 The Board of the Company shall account to the shareholders' general meeting for the non-standard audit opinions issued by the registered accountant with regard to the financial reports of the Company.	9.12 The Board of the Company shall account to the shareholders' general meeting for the non-standard audit opinions issued by the registered accountant with regard to the financial reports of the Company.
107	8.13 The Board shall formulate the procedural regulations of the Board in order to guarantee the implementation of resolutions of the shareholders' general meetings by the Board, improve work efficiency and guarantee a logical decision-making process. The procedural regulations of the Board attached hereto as an appendix shall be formulated by the Board and approved by the shareholders' general meeting.	9.13 The Board shall formulate the procedural regulations of the Board in order to guarantee the implementation of resolutions of the shareholders' general meetings by the Board, improve work efficiency and guarantee a logical decision-making process. The procedural regulations of the Board attached hereto as an appendix shall be formulated by the Board and approved by the shareholders' general meeting.
108	8.14 Subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to exercise the following rights with regard to matters of purchase and sale of assets, provision of guarantees and so forth: (1) to determine on matters of purchase and sale of major assets by the Company (including Subsidiaries controlled by it) for each year that in each case do not exceed 30% of the latest audited total assets of the Company; (2) matters of provision of guarantees by and mortgage of assets of the Company shall require the approval of over two-thirds of all the directors present at the Board meeting and the approval of over two-thirds of all the independent directors; besides, matters of provision of guarantees as stipulated in Article 6.03 of these Articles shall be submitted to the shareholders' general meeting for approval upon agreement of the Board in accordance with this provision.	9.14 Subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to exercise the following rights with regard to matters of purchase and sale of assets, provision of guarantees and so forth: (1) to determine on matters of purchase and sale of major assets by the Company (including Subsidiaries controlled by it) for each year that in each case do not exceed 30% of the latest audited total assets of the Company; (2) matters of provision of guarantees by and mortgage of assets of the Company shall require the approval of over two-thirds of all the directors present at the Board meeting and the approval of over two-thirds of all the independent directors; besides, matters of provision of guarantees as stipulated in Article 7.03 of these Articles shall be submitted to the shareholders' general meeting for approval upon agreement of the Board in accordance with this provision.
109	8.15 The Chairman shall exercise the following functions and authorities:	9.15 The Chairman shall exercise the following functions and authorities:

	(1) to preside over the shareholders' general meeting and convene and preside over Board meeting; (2) to organize the implementation of the responsibilities of the Board, and to supervise the implementation of Board resolutions; (3) to sign the Company's shares, corporate bonds and other valuable securities; (4) to sign major documents of the Board and other documents which require signature by the legal representative of the Company; (5) to exercise the powers of the legal representative; (6) to be responsible for jobs relating to the Company's strategy research and management, corporate culture building as well as auditing; (7) to hold the final approval rights for major decisions of the Company (including Subsidiaries of the Company) regarding finance and human resources (the engagement and dismissal of mid-level management staff, the proposal for the engagement and dismissal of senior management personnel). (8) in case of major natural disaster or other circumstances of force majeure, to exercise special management of matters of the Company in accordance with laws, regulations, and the interests of the Company, and subsequently to report to the Board and the shareholders' general meeting; (9) other powers authorized by the Board.	(1) to preside over the shareholders' general meeting and convene and preside over Board meeting; (2) to organize the implementation of the responsibilities of the Board, and to supervise the implementation of Board resolutions; (3) to sign the Company's shares, corporate bonds and other valuable securities; (4) to sign major documents of the Board and other documents which require signature by the legal representative of the Company; (5) to exercise the powers of the legal representative; (6) to be responsible for jobs relating to the Company's strategy research and management, corporate culture building as well as auditing; (7) to hold the final approval rights for major decisions of the Company (including Subsidiaries of the Company) regarding finance and human resources (the engagement and dismissal of mid-level management staff, the proposal for the engagement and dismissal of senior management personnel). (8) in case of major natural disaster or other circumstances of force majeure, to exercise special management of matters of the Company in accordance with laws, regulations, and the interests of the Company, and subsequently to report to the Board and the shareholders' general meeting; (9) other powers authorized by the Board.
110	8.16 The Vice Chairman shall assist with the work of the Chairman. The Vice Chairman shall perform the duties if the Chairman is unable or fails to perform his duties; if the Vice Chairman is unable or fails to perform his duties, a Director shall be elected to perform such duties by more than half of all the Directors.	

111	8.17 Board meeting shall be convened at least 4 times a year by the Chairman and notice of such meeting in writing shall be given to all the Directors 10 days prior thereto. In case of urgent matters extraordinary Board meetings may be convened upon proposal by the Chairman or more than one-third of all the Directors without being restricted by the regulations of these Articles regarding notice of meeting. Shareholders representing more than one-tenth of the voting rights, more than one-third of the Board or Supervisory Committee may propose to convene an extraordinary Board meeting. The Chairman shall convene and preside over a Board meeting within 10 days of receiving the proposal. Board meetings shall be held at the domicile of the Company in principle or otherwise held in other locations within or without the PRC as resolved by the Board.	9.17 Board meeting shall be convened at least 4 times a year by the Chairman and notice of such meeting in writing shall be given to all the Directors 10 days prior thereto. In case of urgent matters extraordinary Board meetings may be convened upon proposal by the Chairman or the President without being restricted by the regulations of these Articles regarding notice of meeting. Shareholders representing more than one-tenth of the voting rights, more than one-third of the Directors or Audit Committee may propose to convene an extraordinary Board meeting. The Chairman shall convene and preside over a Board meeting within 10 days of receiving the proposal. Board meetings shall be held at the domicile of the Company in principle or otherwise held in other locations within or outside the PRC as resolved by the Board.
112	8.18 Notice of Board meeting shall be given in the following manner: (1) to convene regular and extraordinary meetings of the Board, the Secretary to the Board shall arrange for the office of the Secretary of the Board to submit a notice of meetings by means of sending by special hand delivery, facsimile or emails 10 days prior thereto and submit it to all Directors, Supervisors and the President, of which the regular meetings of the Board shall be notified 14 days prior thereto; (2) notices, including the agenda and the subject shall be given in the Chinese language. An English version may be attached if necessary. The agenda shall also be given. Any of the Directors may waive his right to receive notice of Board meeting;	9.18 Notice of Board meeting shall be given in the following manner: (1) to convene regular and extraordinary meetings of the Board, the Secretary to the Board shall arrange for the office of the Secretary of the Board to submit a notice of meetings by means of sending by special hand delivery, facsimile or emails 10 days prior thereto and submit it to all Directors and the President, of which the regular meetings of the Board shall be notified 14 days prior thereto; (2) notices, including the agenda and the subject shall be given in the Chinese language. An English version may be attached if necessary. The agenda shall also be given.
113	8.19 Majors matters that require the approval of the Board shall be notified to all	9.19 Majors matters that require the approval of the Board shall be notified to all

	Directors in accordance with the timeframe stipulated in Articles 8.17 and 8.18, whilst sufficient information shall also be provided, and shall proceed strictly in accordance with the stipulated procedures. Directors may request supplementary information to be provided. In the event that more than a quarter of all the Directors or 2 or more independent directors deem the information provided to be incomplete, insufficiently argued or not provided in a timely manner, they may jointly propose in writing to postpone the Board meeting or postpone the deliberation of the matter, and such proposal shall be adopted by the Board. Resolutions of the Board meeting shall be put to vote by open ballot in writing. For extraordinary Board meetings convened through facsimile, voting may be performed through facsimile under the condition that directors can be guaranteed to be able to fully express their opinions. For extraordinary Board meetings convened through teleconference due to the Company encountering a crisis and other special or emergency circumstances, voting may be performed through teleconference under the condition that directors can be guaranteed to be able to fully express their opinions.	Directors in accordance with the timeframe stipulated in Articles 9.17 and 9.18, whilst sufficient information shall also be provided, and shall proceed strictly in accordance with the stipulated procedures. Directors may request supplementary information to be provided. In the event that more than a quarter of all the Directors or 2 or more independent directors deem the information provided to be incomplete, insufficiently argued or not provided in a timely manner, they may jointly propose in writing to postpone the Board meeting or postpone the deliberation of the matter, and such proposal shall be adopted by the Board. The Board holds meetings and conducts voting through both on-site and electronic communication methods. For extraordinary Board meetings convened through teleconference due to the Company encountering a crisis and other special or emergency circumstances, voting may be performed through teleconference under the condition that Directors can be guaranteed to be able to fully express their opinions.
114	8.22 Directors that are connected with the legal persons and natural persons involved in matters discussed at the Board meeting shall neither vote on such resolution nor vote on behalf of other Directors. The Board meeting may proceed if more than half of the Directors that have no connected relations with the above legal persons and natural persons are present, and resolutions of the Board meeting may be adopted if approved by more than half of Directors that have no such connected relations. Where the number of the Directors who have no such connected relations attending the applicable Board	9.22 Directors that are related with enterprises or individual involved in matters discussed at the Board meeting shall promptly report in writing to the Board. Such Director shall neither vote on such resolution nor vote on behalf of other Directors. The Board meeting may proceed if more than half of the Directors who have no related relations with the above legal persons and natural persons are present, and resolutions of the Board meeting may be adopted if approved by more than half of Directors that have no such related relations. Where the number of the Directors who have no such related relations attending

	meeting is less than 3, then matters to be discussed at such meeting shall be submitted to the shareholders' general meeting for consideration.	the applicable Board meeting is less than 3, then matters to be discussed at such meeting shall be submitted to the shareholders' general meeting for consideration.
115	8.23 Board meetings shall be attended by the Directors in person. If any Director cannot attend a meeting for any reason, he may authorize another Director by way of a written instrument of proxy to attend on his behalf. The power of attorney shall specify the scope of authority. Any Director acting as a proxy in attending a Board meeting shall exercise the right of the authorizing Director within the scope of authority as set out in the power of attorney. In the event that no proxy is appointed by the absent Director to attend a Board meeting, the absent Director shall be deemed to have waived his right to vote at such a meeting. Costs incurred by Directors for attending Board meetings shall be paid by the Company. Such expenses shall include transportation costs from the place where the Director is located to the place of the meeting and the cost of accommodation and meals during the period the meeting is held. Incidental expenses, such as the rent of the place of the meeting and local transportation, shall also be borne by the Company.	9.23 Board meetings shall be attended by the Directors in person. If any Director cannot attend a meeting for any reason, he may authorize another Director by way of a written instrument of proxy to attend on his behalf. The power of attorney shall specify the name of the agent, the matters to be handled, the scope of authorization and the validity period, and be signed or sealed by the principal. Any Director acting as a proxy in attending a Board meeting shall exercise the right of the authorizing Director within the scope of authority as set out in the power of attorney. In the event that no proxy is appointed by the absent Director to attend a Board meeting, the absent Director shall be deemed to have waived his right to vote at such a meeting. Costs incurred by Directors for attending Board meetings shall be paid by the Company. Such expenses shall include transportation costs from the place where the Director is located to the place of the meeting and the cost of accommodation and meals during the period the meeting is held. Incidental expenses, such as the rent of the place of the meeting and local transportation, shall also be borne by the Company.
116		Chapter 10 Independent Directors
117		10.01 Independent directors shall, in accordance with the requirements of laws, administrative regulations, the CSRC, stock exchanges and the Articles of Association, conscientiously perform their duties and participate in decision-making, supervision and checks

		and balances, and professional consultation within the Board of Directors, safeguarding the overall interests of the Company and protecting the legitimate rights and interests of minority shareholders.
118		10.02 Independent directors shall maintain independence. The following persons shall not serve as independent directors: (1) Persons serving in the Company or its affiliated enterprises and their spouses, parents, children, and main social relations; (2) Natural-person shareholders directly or indirectly holding 1% or more of the issued shares of the Company, or among the top ten shareholders of the Company, and their spouses, parents, and children; (3) Persons serving in shareholder entities directly or indirectly holding 5% or more of the issued shares of the Company, or serving in the top five shareholder entities of the Company and their spouses, parents, and children; (4) Persons serving in affiliated enterprises of the Company's controlling shareholders or de facto controllers, and their spouses, parents, and children; (5) Persons having significant business dealings with the Company and its controlling shareholders, de facto controllers or their respective affiliated enterprises, or persons serving in units with significant business dealings and their controlling shareholders or de facto controllers; (6) Persons providing financial, legal, consulting, sponsorship or other services to the Company and its controlling shareholders, de facto controllers or their respective affiliated enterprises, including but not limited to all the project team members, reviewers at all levels, signatories on reports, partners,

		directors, senior management and principal responsible persons of the intermediaries providing services; (7) Persons who have been under the circumstances listed in (1) to (6) above during the past 12 months; (8) Other persons who lack independence as stipulated by laws, administrative regulations, the requirements of the CSRC, the business rules of the stock exchange, and the requirements under the Articles of Association. The subsidiaries of the Company's controlling shareholders or de facto controllers mentioned in (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company but do not constitute related parties with the Company in accordance with relevant regulations. Independent directors shall conduct annual self-assessments of their independence and submit the self-assessment results to the Board of Directors. The Board of Directors shall annually evaluate the independence of serving independent directors and issue special opinions, which shall be disclosed together with the annual report.
119		10.03 Those serving as independent directors of the Company shall meet the following conditions: (1) Possessing qualifications to serve as directors of listed companies in accordance with laws, administrative regulations, and other relevant requirements; (2) Meeting the independence requirements specified in the Articles of Association; (3) Possessing basic knowledge of the operation of listed companies and

		being familiar with relevant laws, regulations and rules; (4) Having five years or more of work experience in law, accounting, economics or other areas necessary for performing the responsibilities of independent directors; (5) Possessing good character and having no record of major dishonest acts or other bad records; (6) Meeting other conditions stipulated by laws, administrative regulations, the requirements of the CSRC, the business rules of the stock exchange and the requirements under the Articles of Association.
120		10.04 As members of the Board of Directors, independent directors owe fiduciary duties and duties of care to the Company and all shareholders, and shall prudently perform the following duties: (1) Participating in board decision-making and expressing clear opinions on the discussed matters; (2) Supervising potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, and protecting the legitimate rights and interests of minority shareholders; (3) Providing professional and objective recommendation for the business development of the Company and promoting improvement of board decision-making level; (4) Other responsibilities stipulated by laws, administrative regulations, the requirements of the CSRC and the requirements under the Articles of Association.
121		10.05 Independent directors shall exercise the following special powers:

		(1) Independently engaging intermediaries to audit, consult or verify specific matters of the Company; (2) Proposing to the Board of Directors to convene extraordinary general meetings; (3) Proposing to convene board meetings; (4) Lawfully soliciting shareholder rights from shareholders publicly; (5) Expressing independent opinions on matters that may harm the Company or the rights and interests of minority shareholders; (6) Other powers stipulated by laws, administrative regulations, the requirements of the CSRC, the Listing Rules of the Hong Kong Stock Exchange and the requirements under the Articles of Association. The exercise of powers listed in (1) to (3) of the preceding paragraph by independent directors shall require the approval of more than half of all independent directors. The Company shall make timely disclosure upon the exercise of powers listed in paragraph 1 by independent directors. The Company shall disclose specific circumstances and reasons where such powers cannot be exercised normally.
122		10.06 The following matters shall be submitted to the Board of Directors for consideration after obtaining the approval of more than half of all independent directors of the Company: (1) Discloseable related transactions; (2) Proposals for the Company and related parties to change or waive undertakings; (3) Decisions made and measures taken by the Board of Directors regarding the acquisition during the acquisition

		of the Company; (4) Other matters stipulated by laws, administrative regulations, the requirements of the CSRC, and the requirements under the Articles of Association.
123		10.07 The Company shall establish a special meeting mechanism consisting entirely of independent directors. Prior approval by the special meeting of independent directors is required for the consideration of related transactions and other matters by the Board of Directors. The Company shall convene a special meeting of independent directors regularly or irregularly. Matters set out in (1) to (3) of paragraph 1 of Article 10.05 and Article 10.06 of the Articles of Association shall be considered by the special meeting of independent directors. The special meeting of independent directors may study and discuss other matters of the Company as required. The special meeting of independent directors shall be convened and presided over by one independent director jointly elected by more than half of the independent directors; Where the convener fails to perform duties or is unable to perform duties, two or more independent directors may convene the meeting themselves and elect a representative to preside. The special meeting of independent directors shall prepare meeting minutes as prescribed, and the opinions of independent directors shall be recorded in the meeting minutes. Independent directors shall sign and confirm the meeting minutes. The Company shall facilitate and support the convening of special meetings of independent directors.

124		Chapter 11 Special Committees Of the Board
125		11.01 The Board of Directors of the Company shall establish an audit committee to exercise the powers of the supervisory board as stipulated in the Company Law.
126		11.02 The audit committee shall consist of three members who are directors not serving as senior management of the Company, including two independent directors, with the convener being an accounting professional among the independent directors.
127		11.03 The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external audit, and internal controls. The following matters shall be submitted to the Board of Directors for consideration after obtaining the approval of more than half of all audit committee members: (1) Disclosure of financial accounting reports and financial information in periodic reports, and internal control evaluation reports; (2) Appointment or dismissal of accounting firms that handle the audit business of the Company; (3) Appointment or dismissal of the chief financial officer of the Company; (4) Making changes to accounting policies, accounting estimates or major accounting error corrections for reasons other than changes in accounting standards; (5) Other matters stipulated by laws, administrative regulations, the requirements of the CSRC, and the requirements under the Articles of Association.
128		11.04 The audit committee shall convene at least one meeting every quarter. When proposed by two or more members or

		when the convener deems it necessary, interim meetings may be convened. Audit committee meetings require the attendance of two-thirds or more of the members to be held. Audit committee resolutions shall be passed by more than half of the audit committee members. Voting on audit committee resolutions shall be conducted on a one-person-one-vote basis. Audit committee resolutions shall be recorded in meeting minutes as prescribed, and audit committee members attending the meeting shall sign the meeting minutes. The working rules of the audit committee shall be formulated by the Board of Directors.
129		11.05 The Board of Directors of the Company shall establish other special committees, including the nomination committee, strategic decision committee, remuneration and assessment committee, which shall perform their duties in accordance with the Articles of Association and board authorization. Proposals from special committees shall be submitted to the Board of Directors for consideration and approval. Special committee members shall consist entirely of directors, with independent directors constituting the majority and serving as conveners of the nomination committee and remuneration and assessment committee. The Board of Directors shall be responsible for formulating working rules for the special committees, clarifying matters such as composition, member terms, scope of responsibilities, meeting rules and record keeping of special committees, and standardizing the operation of the special committees.

130		11.06 The nomination committee shall be responsible for formulating selection criteria and procedures for directors and senior management, screening and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters: (1) Nomination or removal of directors; (2) Appointment or dismissal of senior management personnel; (3) Recommendations regarding the structure, size and composition of the Board of Directors (including expertise, knowledge and experience) and changes to be made to the Board of Directors to align with the strategy of the Company; (4) Other matters stipulated by laws, administrative regulations, the requirements of the CSRC, and the requirements under the Articles of Association. Where the Board of Directors does not adopt or does not fully adopt the recommendations of the nomination committee, the nomination committee's opinions and specific reasons for non-adoption shall be recorded in the board resolution and disclosed.
131		11.07 The remuneration and assessment committee shall be responsible for formulating assessment criteria for directors and senior management and conducting assessments, formulating and reviewing remuneration decision mechanisms, decision-making processes, payment and clawback arrangements and other remuneration policies and plans for directors and senior management, and making recommendations to the Board of Directors on the following matters: (1) Remuneration policies and

		structures for directors and senior management; (2) Remuneration for directors and senior management; (3) Formulation or modification of share incentive plans and employee stock ownership plans, and achievement of conditions for incentive recipients to obtain and exercise rights; (4) Arrangements for directors and senior management to hold equity in subsidiaries proposed for spin-off; (5) Other matters stipulated by laws, administrative regulations, the requirements of the CSRC, the Listing Rules of the Hong Kong Stock Exchange and the requirements under the Articles of Association. Where the Board of Directors does not adopt or does not fully adopt the recommendations of the remuneration and assessment committee, the remuneration and assessment committee's opinions and specific reasons for non-adoption shall be recorded in the board resolution and disclosed.
132	9.02 Situations regarding circumstances that prohibit certain persons from becoming Directors in the <i>Company Law of the PRC</i> shall also be applicable to senior management personnel. Senior management personnel shall perform their duties in accordance with laws, administrative regulations, and these Articles, and perform such obligations with integrity and diligence. The responsibilities of loyalty and diligence of Directors in these Articles shall also be applicable to senior management personnel.	12.02 The provisions of the <i>Company Law of the PRC</i> and these Articles relating to the circumstances under which a person may not become a Director and the system for managing the termination of his/her office shall also apply to the senior management personnel. Senior management personnel shall perform their duties in accordance with laws, administrative regulations, and these Articles, and perform such obligations with integrity and diligence. The responsibilities of loyalty and diligence of Directors in these Articles shall also be applicable to senior management personnel.
133	9.04 The Company shall include a written	12.04 The CEO and President may request to

	contract with each Director and Supervisor of the Company concerning his emoluments. Such contract shall be approved by the shareholders' general meetings before it is entered into.	resign prior to the expiry of their respective term of office. The specific procedures and means for the resignation of the CEO and President shall be regulated by their respective employment contract with the Company. The CEO and President may attend the Board meetings as non-voting member; the CEO and president that are not Directors shall not have the right to vote at the Board meetings.
134	9.08 The work procedures of the President shall include the following contents: (1) the requirements, procedures and attendees of a President meeting; (2) the usage of the Company's funds and assets, the limits of his authority to enter into material contracts, and the mechanism of reporting to the Board and Supervisory Committee; (3) other matters as the Board shall deem necessary.	12.08 The work procedures of the President shall include the following contents: (1) the requirements, procedures and attendees of a President meeting; (2) specific duties and division of work among the President and other senior management personnel respectively; (3) the usage of the Company's funds and assets, the limits of his authority to enter into material contracts, and the mechanism of reporting to the Board; (4) other matters as the Board shall deem necessary.
135	9.09 The senior management shall compensate the damages suffered by the Company due to the violation of the provisions of laws, administrative regulations, departmental regulations or the Articles when discharging their duties.	12.09 The Company will be obligated to compensate the loss caused to others by the senior management member during the course of performing his/her duties, and the senior management personnel shall also be obligated to compensate such loss caused intentionally or by material default. The senior management shall compensate the damages suffered by the Company due to the violation of the provisions of laws, administrative regulations, departmental regulations or the Articles when discharging their duties.
136	Chapter 10 Secretary of the Company	Chapter 13 Secretary of the Company
137	10.02 The Secretary of the Company shall be a natural person that possesses the	13.02 The Secretary of the Company shall be a natural person who possesses the

	necessary professional knowledge and experience and shall be appointed by the Board. The main duties of the Secretary are: (1) to assist Directors in performing the day-to-day functions of the Board; continuously provide, remind and ensure that Directors understand the requirements of local and overseas regulatory bodies on the Company's operations, policies and requirements; assist Directors and the President to exercise their powers in accordance with the local and overseas laws and regulations, the Company's Articles and other relevant rules; (2) to be responsible for organizing and preparing documents for Board meetings and Shareholders' general meeting; preparing minutes, ensuring that resolutions are passed in accordance with procedures required by law and be informed about the implementation of the Board resolutions; (3) to be responsible for organizing and coordinating the Company's disclosure, maintaining investor relations and enhancing the Company's transparency; (4) to participate and coordinate fund raising in the capital markets; (5) to maintain relationships with market intermediaries, regulatory bodies, media and maintaining public relations. The scope of duties of the Secretary includes the following: (1) to coordinate and organize Board meetings and Shareholders' general meetings, prepare the relevant materials for the meeting, arrange matters relating to the meeting, responsible for keeping minutes of the meetings, ensuring the accuracy	necessary professional knowledge and experience and shall be appointed by the Board. The main duties of the Secretary are: (1) to assist Directors in performing the day-to-day functions of the Board; continuously provide, remind and ensure that Directors understand the requirements of local and overseas regulatory bodies on the Company's operations, policies and requirements; assist Directors and the President to exercise their powers in accordance with the local and overseas laws and regulations, the Company's Articles and other relevant rules; (2) to be responsible for organizing and preparing documents for Board meetings and Shareholders' general meeting; preparing minutes, ensuring that resolutions are passed in accordance with procedures required by law and be informed about the implementation of the Board resolutions; (3) to be responsible for organizing and coordinating the Company's disclosure, maintaining investor relations and enhancing the Company's transparency; (4) to participate and coordinate fund raising in the capital markets; (5) to maintain relationships with market intermediaries, regulatory bodies, media and maintaining public relations. The scope of duties of the Secretary includes the following: (1) to coordinate and organize Board meetings and Shareholders' general meetings, prepare the relevant materials for the meeting, arrange matters relating to the meeting, responsible for keeping minutes of the meetings, ensuring the accuracy
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	of the minutes, keeping documents and minutes of the meeting, actively informing himself of the implementation of resolutions; reporting and providing recommendations to the Board on material matters that are being implemented; (9) to coordinate the provision of all such information and materials as may be necessary for the Supervisory Committee of the Company and other inspection agencies to perform their respective monitoring functions and assist with the investigation of the integrity of the Company's financial director, Directors and President; (10) to perform other duties authorized by the Board and required by the securities exchange of the overseas place where the Company's shares are listed of listing outside of the PRC.	of the minutes, keeping documents and minutes of the meeting, actively informing himself of the implementation of resolutions; reporting and providing recommendations to the Board on material matters that are being implemented; (9) to coordinate the provision of all such information and materials as may be necessary for the Audit Committee of the Company and other inspection agencies to perform their respective monitoring functions and assist with the investigation of the integrity of the Company's financial director, Directors and President; (10) to perform other duties authorized by the Board and required by the securities exchange of the overseas place where the Company's shares are listed of listing outside of the PRC.
138	Chapter 11 The Supervisory Committee 11.01 The Supervisory Committee shall be established by the Company. The Supervisory Committee is the permanent supervisory structure of the Company, and is responsible for the supervision of the Board and its members, the President, Vice Presidents, CFO, and other senior management personnel, in order to prevent such persons from exploiting their authority and violate the legal rights and interests of shareholders, the Company, and employees of the Company. 11.15 A Supervisor shall act honestly in discharging his supervisory responsibilities in accordance with law, administrative regulations and these Articles.	
139	Chapter 12 Qualification and Obligations of Directors, Supervisors and Senior Management Personnel of the Company	Chapter 14 Qualification and Obligations of Directors and Senior Management Personnel of the Company

140	12.01 A person shall be disqualified from being a Director, a Supervisor, a general manager or a senior officer of the Company if any of the following applies: (1) the individual has no civil capacity or his civil capacity is restricted; (2) a period of less than five (5) years has elapsed since the person was released after serving the full term of a sentence of corruption, bribery, expropriation of assets, misappropriation of assets or social and economic disorder or since the deprivation of political rights on the person due to a criminal conviction was lifted; (3) a period of less than three (3) years has elapsed since a company or an enterprise in which the person was director, a factory director or a manager was wound up and the person was held personally liable to the winding up of the company or the enterprise; (4) a period of less than three (3) years has elapsed since the revocation of the license of a company or an enterprise for illegal business operations under circumstances where the person was the legal representative of such company or enterprise and was held personally liable to the illegal business operations of the company or the enterprise; (5) the person has a debt of a material amount which has not been repaid or cleared when due; (6) persons who have been identified as being prohibited from participating in the markets by the CSRC and where such prohibitions are still in force; (7) the person has been publicly ascertained by the stock exchange as being not suitable for serving director, supervisor and senior management of the listed company,	14.01 A person shall be disqualified from being a Director, President or other senior management members of the Company if any of the following applies: (1) the individual has no civil capacity or his civil capacity is restricted; (2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offense; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation or less than 2 years have elapsed since the date of the completion of probationary period if such person is on probation; (3) a period of less than three (3) years has elapsed since a company or an enterprise in which the person was director, a factory director or a manager was wound up and the person was held personally liable to the winding up of the company or the enterprise; (4) a period of less than three (3) years has elapsed since the revocation of the license and order for closure of a company or an enterprise for illegal business operations under circumstances where the person was the legal representative of such company or enterprise and was held personally liable to the illegal business operations of the company or the enterprise; (5) the person has a debt of a material amount which has not been repaid or cleared when due and is designated by the People's Court as a dishonest person subject to enforcement; (6) persons who have been identified as being prohibited from participating
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	the effective period of which has not yet expired. Where any Director, Supervisor, President or senior management officer is elected, appointed or engaged counter to the provisions in this Article, the said election, appointment or engagement shall be invalid. Where any Director, Supervisor, President or senior management officer gets involved in any of the circumstances herein during his/her term of office, the Company shall remove him/her as Director, Supervisor, President or senior management officer.	in the markets by the CSRC and where such prohibitions are still in force; (7) the person has been publicly ascertained by the stock exchange as being not suitable for serving director and senior management of the listed company, the effective period of which has not yet expired; (8) other contents as prescribed by laws, administrative regulations or departmental rules. Where any Director, President or senior management officer is elected, appointed or engaged counter to the provisions in this Article, the said election, appointment or engagement shall be invalid. Where any Director, President or senior management officer gets involved in any of the circumstances herein during his/her term of office, the Company shall remove him/her as Director, President or senior management officer and cease his/her duties.
141	12.02 The obligation and credibility of the Company's Directors, Supervisors, manager and other senior management personnel does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company's trade secrets shall remain upon termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company terminates.	14.02 The obligation and credibility of the Company's Directors, manager and other senior management personnel does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company's trade secrets shall remain upon termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company terminates.
142	12.04 The Company shall include a written contract with each Director and Supervisor of the Company concerning his emoluments. Such contract shall be	14.04 The Company shall include a written contract with each Director of the Company concerning his emoluments. Such contract shall be approved by the

	approved by the shareholders' general meetings before it is entered into.	shareholders' general meetings before it is entered into.
143	Chapter 13 Financial and Accounting Policy, Profit Distribution, and Internal Audit	Chapter 15 Financial and Accounting Policy and Profit Distribution
144	13.03 The Company shall submit an annual financial report to the CSRC and the domestic and foreign securities exchanges within four months after the end of the fiscal year, an interim financial report to the branches of the CSRC and the domestic and foreign securities exchanges within two months after the end of the first six months of the fiscal year, and a quarterly financial report to the branches of the CSRC and the domestic and foreign securities exchanges within one month after the end of the first 3 months and 9 months of the fiscal year. The above reports shall be prepared in accordance with requirements under the relevant laws, administrative regulations and regulations of the domestic and foreign securities exchanges.	15.03 The Company shall submit an annual financial report to the dispatched office of the CSRC and the domestic and foreign securities exchanges within four months after the end of the fiscal year, an interim financial report to the branches of the CSRC and the domestic and foreign securities exchanges within two months after the end of the first six months of the fiscal year, and a quarterly financial report to the branches of the CSRC and the domestic and foreign securities exchanges within one month after the end of the first 3 months and 9 months of the fiscal year. The above reports shall be prepared in accordance with requirements under the relevant laws, administrative regulations and regulations of the domestic and foreign securities exchanges.
145	13.04 The Company shall have no accounting ledgers other than the statutory accounting ledgers. The Company's assets shall not be held under any personal account.	15.04 The Company shall have no accounting ledgers other than the statutory accounting ledgers. The Company's funds shall not be held under any personal account.
146	13.05 When the Company is distributing profits after tax of the current year, 10% of which shall be taken and kept in the statutory common reserve of the Company. If the accumulated statutory common reserve of the Company reaches 50% or more of the registered capital of the Company, such deductions are no longer required. If the statutory common reserve of the Company is insufficient to cover the company's losses in the previous year, prior to withdraw for the statutory common reserve in accordance with the	15.05 When the Company is distributing profits after tax of the current year, 10% of which shall be taken and kept in the statutory common reserve of the Company. If the accumulated statutory common reserve of the Company reaches 50% or more of the registered capital of the Company, such deductions are no longer required. If the statutory common reserve of the Company is insufficient to cover the company's losses in the previous year, prior to withdrawing from the statutory common reserve in accordance with the

	previous provision, profits of this year shall be used to cover the losses first. After withdrawing the statutory common reserve from the profit after tax of the Company, any amounts of the common reserve may be withdrawn after approval by the shareholders' general meeting. Remaining after-tax profits of the Company shall be distributed to shareholders in accordance with their shareholdings, after losses have been covered for and amounts for the statutory common reserve have been withdrawn.	previous provision, profits of this year shall be used to cover the losses first. After withdrawing the statutory common reserve from the profit after tax of the Company, any amounts of the common reserve may be withdrawn after approval by the shareholders' general meeting. Remaining after-tax profits of the Company shall be distributed to shareholders in accordance with their shareholdings, after losses have been covered for and amounts for the statutory common reserve have been withdrawn.
147	13.06 Prior to covering losses of the Company and withdrawing the statutory common reserve, the Company shall not distribute profits or distribute dividends in any other way. Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the shareholders before the Company makes up the losses and withholds the common statutory reserve, the shareholders must return the profits distributed in violation of the provisions of the preceding paragraph to the Company. The Company's shares held by the Company shall not participate in the distribution of profits.	15.06 Prior to covering losses of the Company and withdrawing the statutory common reserve, the Company shall not distribute profits or distribute dividends in any other way. If the shareholders' general meeting breaches the Company Law of the PRC by distributing the profit to the shareholders, the shareholders shall return to the Company the profit distributed in violation of the law. In case of losses caused to the Company, shareholders and responsible Directors and senior management members shall be liable for compensation. The Company's shares held by the Company shall not participate in the distribution of profits.
148	13.07 Capital common reserves shall not be used to cover losses of the Company.	
149	13.08 Statutory common reserve of the Company shall only be used to make up losses of the Company, expand the manufacture or operations of the Company or be transferred to increase the capital of the Company. If statutory common reserve is transferred to the capital by the Company after approved by the shareholders' general meeting, new shares shall be distributed to shareholders in accordance with their shareholdings or proportionally increase	15.07 The common reserve of the Company shall only be used to make up losses of the Company, expand the manufacture or operations of the Company or be transferred to increase the registered capital of the Company. When the capital reserve is used to make up the Company's losses, the discretionary reserve and statutory reserve shall be first used; if the losses can still not be covered, the capital reserve may be used according to

	the value of each share. However, if statutory common reserve is transferred to the capital, the remaining statutory common reserve shall not be less than 25% of the registered capital of the Company before the capital increase.	provisions. When statutory common reserve is transferred to the registered capital, the remaining statutory common reserve shall not be less than 25% of the registered capital of the Company before the capital increase.
150		15.08 If the Company still incurs losses after making up for the losses in accordance with the provisions of paragraph (2) of Article 15.07 of these Articles, it may reduce its registered capital to make up for the losses. When reducing registered capital to make up for losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from their obligations to contribute capital or pay for shares. The provisions of paragraph (2) of Article 4.02 of these Articles shall not apply to the reduction of registered capital in accordance with the preceding paragraph. However, the Company shall, within 30 days from the date of the resolution of the shareholders' general meeting to reduce the registered capital, announce the reduction in the <i>Securities Times</i> or the National Enterprise Credit Information Publicity System. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.
151	13.10 Cash dividends and other payments made to the domestic shareholders shall be paid in Renminbi. Cash dividends and other payments made to the overseas listed foreign shareholders shall be declared and calculated in Renminbi but paid in HKD. Foreign currencies required for payment of cash dividends	15.10 Cash dividends and other payments made to the domestic shareholders shall be paid in Renminbi. Cash dividends and other payments made to the overseas listed foreign shareholders shall be declared and calculated in Renminbi but paid in HKD. Foreign currencies required for payment of cash dividends

	or other payment items to overseas listed foreign shareholders shall be dealt with in accordance with relevant national foreign exchange management regulations. Dividends of any shares paid prior to the called shares shall enjoy interests, but the holders of the shares do not have the rights to enjoy the dividends announced after the advanced share funds. The right to confiscate unclaimed dividends shall only be exercised after 6 years or more of the date of such dividends announcement.	or other payment items to overseas listed foreign shareholders shall be dealt with in accordance with relevant national foreign exchange management regulations.
152	13.13 When the Company convenes the annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, maximum percentage, amount limit of interim cash dividends for the next year. The interim dividends limit for the next year considered at the annual general meeting shall not exceed the net profits attributable to shareholders of the Company during the corresponding period. The Board shall, in accordance with the resolution of the general meeting, develop a specific plan for distribution of interim dividends in line with the conditions of profit distribution. After the profit distribution plan has been approved by the shareholders' general meetings of the Company or the Board develops a specific plan based on the conditions and maximum limit for the distribution of interim dividends for the next year considered and approved at the annual general meeting, the Board shall complete the distribution of share dividends (or shares) within 2 months of the shareholders' general meetings.	15.13 When the Company convenes the annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, maximum percentage, amount limit of interim cash dividends for the next year. The interim dividends limit for the next year considered at the annual general meeting shall not exceed the net profits attributable to shareholders of the Company during the corresponding period. The Board shall, in accordance with the resolution of the general meeting, develop a specific plan for distribution of interim dividends in line with the conditions of profit distribution. After the profit distribution plan has been approved by the shareholders' general meetings of the Company or the Board develops a specific plan based on the conditions and maximum limit for the distribution of interim dividends for the next year considered and approved at the annual general meeting, the Board shall complete the distribution of share dividends (or shares) within 2 months of the shareholders' general meetings.
153	13.14 Conditional upon the Company being profitable and the retained distributable profit being positive as well as the cash flow being able to satisfy the continuing operation and sustainable	15.14 Conditional upon the Company being profitable and the retained distributable profit being positive as well as the cash flow being able to satisfy the continuing operation and sustainable

	development of the Company, the Company shall distribute cash dividends. The policy objective of cash dividends of the Company is residual dividends. The Company shall make cash distribution in each year in an amount of no less than 10% of the distributable profit realized for the year. The profits which the Company has accumulatively distributed in cash over the recent three years shall not be less than 30% of the average annual distributable profits realized in such three years. The Board formulates the profit distribution plan, which will be submitted to the general meeting for review and approval following consideration and approvals at the Board of Directors and the Supervisory Committee. The Board shall seriously review and discuss the matters such as the timing, conditions, minimum proportion of the distribution in cash, conditions for adjustments and the decision-making procedures required by the Company when formulating the cash distribution plan. The profit distribution plan must be approved by voting by more than half of the members of the Board of Directors before submitting to the general meeting for review and approval. When the independent directors of the Company consider that the specific plan of cash dividends might be detrimental to the interests of the Company or the minority shareholders, they shall have the right to express independent opinions. If the Board of Directors does not adopt or does not fully adopt the opinions of the independent directors, the opinions of the independent directors and the specific reasons for the non-acceptance shall be recorded in the	development of the Company, the Company shall distribute cash dividends. The policy objective of cash dividends of the Company is residual dividends. The Company shall make cash distribution in each year in an amount of no less than 10% of the distributable profit realized for the year. The profits which the Company has accumulatively distributed in cash over the recent three years shall not be less than 30% of the average annual distributable profits realized in such three years. The Board formulates the profit distribution plan, which will be submitted to the general meeting for review and approval following consideration and approvals at the Board of Directors. The Board shall seriously review and discuss the matters such as the timing, conditions, minimum proportion of the distribution in cash, conditions for adjustments and the decision-making procedures required by the Company when formulating the cash distribution plan. The profit distribution plan must be approved by voting by more than half of the members of the Board of Directors before submitting to the general meeting for review and approval. When the independent directors of the Company consider that the specific plan of cash dividends might be detrimental to the interests of the Company or the minority shareholders, they shall have the right to express independent opinions. If the Board of Directors does not adopt or does not fully adopt the opinions of the independent directors, the opinions of the independent directors and the specific reasons for the non-acceptance shall be recorded in the board resolution.
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	board resolution. The Supervisory Committee shall monitor the execution of cash dividends policy and the Shareholders' Return Plan carried out by the Board of Directors, as well as the execution of appropriate decision-making procedures and the information disclosure. The Supervisory Committee shall express explicit opinions and urge the Board to make correction in a timely manner in case of the following circumstances: failure of the Board to strictly implement the cash dividends policy and the Shareholders' Return Plan, failure of the Board to strictly execute appropriate decision-making procedures for cash dividends; or failure of the Board to make a true, accurate and complete disclosure of the cash dividends policy and its implementation. The shareholders of the Company at the general meeting will make decisions on the plans. Opinions of shareholders (especially minority shareholders) and the independent non-executive directors shall be heard and considered during the process of formulating and deciding the profit distribution plans. The Company shall take the initiative to communicate with shareholders, in particular minority shareholders through various channels, including investor interactive platform, investors hotline, email and etc. The Company shall provide feedback on questions from minority shareholders in a timely manner. Where the Company needs to make adjustments to its profit distribution policies in line with its production and operation, investment plans and development strategies, the Board shall, with an aim of protecting the interests of shareholders, provide specific discussions and detailed reasons therefor and formulate a written discussion report, and the opinions of independent	The Audit Committee shall monitor the execution of cash dividends policy and the Shareholders' Return Plan carried out by the Board of Directors, as well as the execution of appropriate decision-making procedures and the information disclosure. The Audit Committee shall express explicit opinions and urge the Board to make correction in a timely manner in case of the following circumstances: failure of the Board to strictly implement the cash dividends policy and the Shareholders' Return Plan, failure of the Board to strictly execute appropriate decision-making procedures for cash dividends; or failure of the Board to make a true, accurate and complete disclosure of the cash dividends policy and its implementation. The shareholders of the Company at the general meeting will make decisions on the plans. Opinions of shareholders (especially minority shareholders) and the independent non-executive directors shall be heard and considered during the process of formulating and deciding the profit distribution plans. The Company shall take the initiative to communicate with shareholders, in particular minority shareholders through various channels, including investor interactive platform, investors hotline, email and etc. The Company shall provide feedback on questions from minority shareholders in a timely manner. Where the Company needs to make adjustments to its profit distribution policies in line with its production and operation, investment plans and development strategies, the Board shall, with an aim of protecting the interests of shareholders, provide specific discussions and detailed reasons therefor and formulate a written discussion report, and the opinions of independent directors shall also be heard fully. In addition, the opinions and requests of the
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	directors shall also be heard fully. In addition, the opinions and requests of the minority shareholders shall also be fully heard through various channels. The adjusted profit distribution policies shall not violate the relevant regulations of the CSRC and the stock exchanges. The adjustments of the profit distribution policies must be reviewed and approved by the Board, as well as by the shareholders by an affirmative vote of two-thirds or more of all shareholders attending the general meeting. The Company will provide the shareholders with on-line vote platform.	minority shareholders shall also be fully heard through various channels. The adjusted profit distribution policies shall not violate the relevant regulations of the CSRC and the stock exchanges. The adjustments of the profit distribution policies must be reviewed and approved by the Board, as well as by the shareholders by an affirmative vote of two-thirds or more of all shareholders attending the general meeting. The Company will provide the shareholders with on-line vote platform.
154	13.15 The Company shall implement internal audit policies, employee specialized audit personnel to internally audit and inspect financial gains and expenditure and economic activities of the Company.	
155	13.16 The internal audit policies and duties of audit personnel of the Company shall be implemented after approval by the Board. The person in charge of audit shall be responsible to and report to the Board.	
156		Chapter 16 Internal Audit
157		16.01 The Company shall have an internal audit system, which specifies the leadership system, duties and responsibilities, staffing, financial security, use of audit results and accountability for internal audit work. The internal audit system of the Company shall be implemented after approval by the Board and disclosed to the public.
158		16.02 The Company's internal audit body shall supervise and inspect the Company's business activities, risk management, internal control and financial information.
159		16.03 The internal audit body shall be responsible and accountable to the Board. The internal audit body shall accept

		supervision and guidance from the Audit Committee while supervising and inspecting business activities, risk management, internal control and financial information of the Company. The internal audit body shall immediately and directly report any relevant significant issues or leads found to the Audit Committee.
160		16.04 The organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit body. The Company issues the annual internal control evaluation reports based on evaluation reports and relevant materials issued by the internal control body and deliberated by the Audit Committee.
161		16.05 When the Audit Committee communicates with external audit firms such as accounting firms and national audit agency, the internal audit body shall actively cooperate and provide necessary support and collaboration.
162		16.06 The Audit Committee shall participate in the evaluation of the person in charge of internal audit.
163	14.03 The appointment of the accounting firm of the Company shall be decided at general meeting, the Board shall not appoint the Company's accounting firm prior to obtaining approval at general meeting.	17.03 The appointment or dismissal of the accounting firm of the Company shall be decided at general meeting, and the Board shall not appoint the Company's accounting firm prior to obtaining approval at general meeting.
164	14.04 The audit fees of the accounting firm shall be determined by the general meeting of shareholders.	17.04 The audit fees of the accounting firm shall be determined by the general meeting of shareholders.
165	14.05 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give notice to the accounting firm 15 days in advance. The accounting firm shall have the right to present its views before the shareholders' general meetings. Where	17.05 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give notice to the accounting firm 15 days in advance. The accounting firm shall have the right to present its views before the shareholders' general meetings. Where

	an accounting firm tenders its resignation, it shall inform the shareholders' general meetings of whether there is any irregularity in the Company.	an accounting firm tenders its resignation, it shall inform the shareholders' general meetings of whether there is any irregularity in the Company.
166	15.01 Merger of the Company may take the form of merger by absorption and merger by new establishment. For merger of companies, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of 10 days from the date on which the merger resolution is passed and publish an announcement on the merger in the <i>Securities Times</i> within 30 days of that date. Creditors have the right to request the Company to pay debts or provide relevant guarantees within 30 days of receiving the notification letter, or within 45 days of the announcement of the notification letter if they did not receive such letter. Upon completion of the merger, the company that exists or the newly established company shall succeed to the claims and debts of the parties to the merger.	18.01 Merger of the Company may take the form of merger by absorption and merger by new establishment. If the price paid for the Company's merger does not exceed 10% of the Company's net assets, approval by resolution of its shareholders' general meeting may not be required. Where the Company's merger is exempted from approval by resolution of the shareholders' general meeting in the preceding paragraph, it shall be subject to approval by resolution of the Board. For merger of companies, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within a period of 10 days from the date on which the merger resolution is passed and publish an announcement on the merger in the <i>Securities Times</i> or on the National Enterprise Credit Information Publicity System within 30 days of that date. Creditors have the right to request the Company to pay debts or provide relevant guarantees within 30 days of receiving the notification, or within 45 days of the announcement of the notification letter if they did not receive such letter. Upon completion of the merger, the company that exists or the newly established company shall succeed to the claims and debts of the parties to the merger.
167	15.02 If the Company is to be divided, its property shall be divided accordingly.	18.02 If the Company is to be divided, its property shall be divided accordingly.

	For division of the Company, the parties to the division shall enter into a division agreement and prepare balance sheets and an asset list. The Company shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish an announcement on the merger in the <i>Securities Times</i> within 30 days of that date. Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division in accordance with the agreement reached.	For division of the Company, the parties to the division shall enter into a division agreement and prepare balance sheets and an asset list. The Company shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish an announcement on the merger in the <i>Securities Times</i> or on the National Enterprise Credit Information Publicity System within 30 days of that date. The surviving companies shall be jointly liable for the pre-division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.
168	16.01 The Company shall be dissolved and liquidated according to law in the following circumstances: (1) Approval of the resolution to dissolve by the shareholders' general meetings; (2) If dissolution is necessary as a result of the merger or division of the Company; (3) Major difficulties occur in terms of operations and management of the Company, the continued existence will cause significant damage to interests of shareholders, and that cannot be resolved through other methods, shareholders that possess more than 10% of all voting rights may request for the dissolution of the Company by the civil court; (4) If the Company's business license is lawfully rescinded, order to shut down, or to be dissolved.	19.01 The Company shall be dissolved and liquidated according to law in the following circumstances: (1) Approval of the resolution to dissolve by the shareholders' general meetings; (2) If dissolution is necessary as a result of the merger or division of the Company; (3) Major difficulties occur in terms of operations and management of the Company, the continued existence will cause significant damage to interests of shareholders, and that cannot be resolved through other methods, shareholders that possess more than 10% of voting rights may request for the dissolution of the Company by the civil court; (4) If the Company's business license is lawfully rescinded, ordered to shut down, or to be dissolved. Where any cause of dissolution set forth in the preceding provisions occurs on the part of the Company, the Company shall publicize the cause of dissolution via the National Enterprise Credit Information Publicity System within 10 days.

169		19.02 Where the situation set forth in item (1) of Article 19.01 of these Articles occurs, the Company may continue to exist by amending these Articles or through a general meeting resolution if properties have not yet been distributed to shareholders. Amendments to these Articles or the general meeting resolution in accordance with preceding paragraph shall be passed by a vote representing two-thirds or more of the voting rights.
170	16.02 Where the Company is to be dissolved pursuant to Item (1), (3) or (4) of the preceding Article, it shall establish a liquidation committee within 15 days. The members of such liquidation committee shall be determined by the shareholders' general meetings by way of an ordinary resolution; if the liquidation committee was not established to proceed with liquidation, creditors may request the civil court to appoint relevant personnel to establish a liquidation committee to carry out liquidation.	19.03 Where the Company is to be dissolved pursuant to Item (1), (3) or (4) of the Article 19.01 of these Articles, the Company shall be liquidated. Directors are obligated to liquidate the Company and shall form a liquidation committee to begin liquidation within 15 days after the occurrence of the dissolution event. The liquidation committee shall comprise Directors, except as otherwise the general meeting resolves to choose others. If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.
171	16.03 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and publish an announcement on any national economic or securities newspaper regarding the liquidation within 60 days. Creditors shall apply for their credit rights to the liquidation committee within 30 days of receiving the notice or within 45 days of the announcement if they did not receive the notice. Claims shall be registered by the liquidation committee.	19.04 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and publish an announcement on any national economic or securities newspaper or the National Enterprise Credit Information Publicity System regarding the liquidation within 60 days. Creditors shall apply for their credit rights to the liquidation committee within 30 days of receiving the notice or within 45 days of the announcement if they did not receive the notice. The creditors shall provide a description

		and supporting evidence of the matters relating to their rights. The liquidation committee shall register the creditors' rights. Claims shall be registered by the liquidation committee. The liquidation committee shall not make any debt settlements during the period for registration of creditors.
172	16.04 The liquidation committee shall exercise the following functions and powers during liquidation: (1) Thoroughly examine the property of the Company and prepare a balance sheet and property list respectively; (2) Notify creditors by a notice or public announcement; (3) Dispose of and liquidate relevant unfinished business of the Company; (4) Pay all outstanding taxes in full and taxes incurred during the process; (5) Clear up claims and debts; (6) Dispose of the property left after full payment of the Company's debts; (7) Participate in civil litigation on behalf of the Company.	19.05 The liquidation committee shall exercise the following functions and powers during liquidation: (1) Thoroughly examine the property of the Company and prepare a balance sheet and property list respectively; (2) Notify creditors by a notice or public announcement; (3) Dispose of and liquidate relevant unfinished business of the Company; (4) Pay all outstanding taxes in full and taxes incurred during the process; (5) Clear up claims and debts; (6) Distribute of the property left after full payment of the Company's debts; (7) Participate in civil litigation on behalf of the Company.
173	16.05 After the liquidation committee has thoroughly examined the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the shareholders' general meetings or relevant authorities in charge for confirmation. Payment of debts out of Company property shall be made in the following order of priority: (1) Liquidation expenses; (2) Salaries, social insurance, the legal compensations owed to employees of the Company; (3) Tax debts and extra taxes and common reserves that should be	19.06 After the liquidation committee has thoroughly examined the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the shareholders' general meetings or the People's Court. Payment of debts out of Company property shall be made in the following order of priority: (1) Liquidation expenses; (2) Salaries, social insurance, the legal compensations owed to employees of the Company; (3) Tax debts and extra taxes and common reserves that should be paid;

	paid; (4) Bank loans, corporate bonds, and other debts. Company property left after full payment in accordance with the provisions of the preceding paragraph shall be distributed to the Company's shareholders according to the category and proportion of their shareholding. During liquidation, the Company may not engage in new business activities that are not related to the liquidation.	(4) Bank loans, corporate bonds, and other debts. Company property left after full payment in accordance with the provisions of the preceding paragraph shall be distributed to the Company's shareholders according to the proportion of their shareholding. The Company's property shall not be distributed to the shareholders before the settlement in accordance with the provisions of the preceding paragraph. During liquidation, the Company may not engage in new business activities that are not related to the liquidation.
174	16.06 If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the people's court for a declaration of bankruptcy. After the people's court has ruled to declare the Company bankrupt, the Company's liquidation committee shall refer the liquidation matters to the people's court.	19.07 If the liquidation committee finds that the Company's assets are insufficient to pay off the debts after liquidating the properties and preparing the balance sheet and list of properties, the liquidators shall apply to the People's Court to bankruptcy and liquidation of the Company. After the People's Court accepts the application for bankruptcy, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.
175	16.07 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the shareholders' general meetings or the people's court in charge for confirmation. The liquidation committee shall deliver the same to the company registry, apply for cancellation of the Company's registration and publicly announce the Company's termination.	19.08 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the shareholders' general meetings or the people's court in charge for confirmation. The liquidation committee shall deliver the same to the company registry, apply for cancellation of the Company's registration.
176	16.08 Members of the liquidation committee shall perform their duties with loyalty and in accordance with laws. Members of the liquidation committee	19.09 Members of the liquidation committee shall perform their duties of liquidation and bear duties of loyalty and diligence. Members of liquidation committee shall

	shall not use their position and power to accept bribes or other illegal incomes, and shall not embezzle assets of the Company. If members of the liquidation committee cause losses for the Company or creditors intentionally or due to major errors, they shall be liable for compensation.	bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation; If members of the liquidation committee cause losses for the creditors intentionally or due to major errors, they shall be liable for compensation.
177	17.02 Amendments of these Articles shall comply with the following procedure: (1) After approval by the Board in accordance with these Articles, the amendment plan of these Articles shall be formulated; (2) Notify shareholders of the amendment plan and convene an shareholders' general meetings to deliberate; (3) Amendments proposed to the shareholders' general meetings shall be approved as special resolutions.	20.02 Amendments to these Articles shall comply with the following procedure: (1) After approval by the Board in accordance with these Articles, the amendment plan of these Articles shall be formulated; (2) Notify shareholders of the amendment plan and convene a shareholders' general meeting to deliberate; (3) Amendments proposed to the shareholders' general meetings shall be approved as special resolutions.
178	17.03 The Company shall amend these Articles in the following circumstances: (1) Regulations of these Articles conflicts with the regulations of the <i>Company Law of the PRC</i> or relevant laws and administrative regulations after they have been amended; (2) Changes in circumstances of the Company that causes inconsistencies in these Articles; (3) The shareholders' general meetings decide to amend these Articles.	20.03 The Company will amend these Articles in the following circumstances: (1) Regulations of these Articles conflict with the regulations of the <i>Company Law of the PRC</i> or relevant laws and administrative regulations after they have been amended; (2) Changes in circumstances of the Company that cause inconsistencies in these Articles; (3) The shareholders' general meetings decide to amend these Articles.
179	17.04 Amendments of these Articles that involve matters of company registration shall amend the necessary registration changes in accordance with laws. Amendments of these Articles are information required to be disclosed by laws and regulations, and shall be announced in accordance with regulations.	20.04 Where the amendments to the Articles passed by resolutions of the shareholders' general meetings require approval of the competent authorities, the amendments shall be submitted to the relevant authorities for approval. Where the amendments involve registration matters of the Company, the involved change shall be registered in accordance with the laws. The Board shall amend these Articles in

		accordance with the resolution of the shareholders' general meeting to amend the Articles and the approval opinions of the relevant competent authorities. Amendments to these Articles are information required to be disclosed by laws and regulations, and shall be announced in accordance with regulations.
180	19.01 If any discrepancies occur between the Chinese and English versions of these Articles, the Chinese version shall be final.	
181	19.02 The Board may formulate detailed conditions of these Articles in accordance with these Articles. The conditions of these Articles shall not conflict with these Articles.	22.01 The Board may formulate detailed conditions of these Articles in accordance with these Articles. The conditions of these Articles shall not conflict with these Articles.
182	19.03 Terms of “above”, “within”, and “below” used in these Articles shall include the numbers mentioned; “less than” and “outside” shall not include the numbers mentioned.	22.02 Terms of “above”, “within” used in these Articles shall include the numbers mentioned; “over”, “outside”, “less than” and “more than” shall not include the numbers mentioned.
183	19.04 The following words shall have the following meanings in these Articles, excluding different meaning when viewed in context: “Supervisory Committee” The Supervisory Committee of the Company, in accordance with laws of the PRC, the Supervisory Committee shall be responsible for supervising the Board of the Company and its members, the President, and other senior management staff “Supervisors” Members of the Supervisory Committee of the Company “Company Law of the PRC” The Company Law of the PRC approved by the 6th	22.03 The following words shall have the following meanings in these Articles, excluding different meanings when viewed in context: “Company Law of the PRC” The Company Law of the PRC approved by the 7th

	<i>PRC</i>” meeting of the 13th term of the Management Committee of the National People’s Congress on 26 October 2018, and effective as of 26 October 2018 “<i>Securities Law of the PRC</i>” The Securities Law of the PRC approved by the 15th meeting of the 13th term of the Management Committee of the National People’s Congress on 28 December 2019, and effective as of 1 March 2020 “Hong Kong Shareholder Register” Part of the shareholder register kept in Hong Kong in accordance with these Articles “HKEx” The Stock Exchange of Hong Kong Limited “HKEx Listing Rules” Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited “Arbitrator” The China International Economic and Trade Arbitration Commission or the Hong Kong International Arbitration Centre 	<i>PRC</i>” meeting of the 14th term of the Management Committee of the National People’s Congress on 29 December 2023, and effective as of 1 July 2024 “<i>Securities Law of the PRC</i>” The Securities Law of the PRC approved by the 15th meeting of the 13th term of the Management Committee of the National People’s Congress on 28 December 2019, and effective as of 1 March 2020 “related relationships” the relationship of the controlling shareholders, actual controllers, Directors and senior management members of the Company with any other enterprise under their direct or indirect control and any other relationship liable to lead to the transfer of the Company’s interest. However, the enterprises controlled by the State do not have relations with each other based on the fact that their Shares are in each case controlled by the state “HKEx” The Stock Exchange of Hong Kong Limited “HKEx Listing Rules” Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
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Appendix II Proposed Amendments to the Rules of Procedure for the General Meeting

No.	Before amendments	After the proposed amendments
1	GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. Rules of Procedure for the General Meeting	GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. Rules of Procedure for the General Meeting
2	1.1 The rules of procedure for the general meeting of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “ Company ”) (the “ Rules of Procedure ”) are formulated in accordance with the Company Law of the PRC (the “ Company Law ”), the Securities Law of the PRC (the “ Securities Law ”), Governance Standards of Listed Company, the Guidelines on Articles of Association, the Rules for the General Meeting of Listed Company, the Administrative Measures for Independent Directors of Listed Companies, the Listing Rules of Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited , the No. 1 Self-regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange–Standardized Operation of Companies Listed on the Main Board, other relevant laws, regulations and normative documents, and the Articles of Association of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “ Articles of Association ”) to regulate the behaviors of the Company, clarify the duties and permissions of general meetings,	1.1 The rules of procedure for the general meeting of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “ Company ”) (the “ Rules of Procedure ”) are formulated in accordance with the Company Law of the PRC (the “ Company Law ”), the Securities Law of the PRC (the “ Securities Law ”), Governance Standards of Listed Company, the Guidelines on Articles of Association, the Rules for the General Meeting of Listed Company, the Administrative Measures for Independent Directors of Listed Companies, the Listing Rules of Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited , the No. 1 Self-regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange–Standardized Operation of Companies Listed on the Main Board, other relevant laws, regulations and normative documents, and the Articles of Association of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “ Articles of Association ”) to regulate the behaviors of the Company, clarify the duties and permissions of general meetings,

	ensure that general meetings exercise their powers by law. The Rules of Procedure will be revised from time to time in line with relevant laws, administrative regulations, normative documents and amendments to the Articles of Association. In case of any conflict between the provisions of the Rules of Procedure and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.	ensure that general meetings exercise their powers by law. The convening, proposal, notice and holding of the shareholders; general meeting apply to these rules. The Rules of Procedure will be revised from time to time in line with relevant laws, administrative regulations, normative documents and amendments to the Articles of Association. In case of any conflict between the provisions of the Rules of Procedure and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.
3	1.2 The Company shall convene the shareholders' general meetings strictly in accordance with relevant provisions of the laws, administrative regulations, the Articles of Association and the Rules of Procedure to ensure the shareholders can exercise their rights according to the law. The board of directors of the Company (the “Board”) shall perform its duties with due diligence and shall organize shareholders' general meetings in a serious and timely manner. All the directors of the Company (the “Directors”) shall be diligent and responsible to ensure the normal convening of a shareholders' general meeting and lawful exercise of functions	1.2 The Company shall convene the shareholders' general meetings strictly in accordance with relevant provisions of the laws, administrative regulations, the Articles of Association and the Rules of Procedure to ensure the shareholders can exercise their rights according to the law. The board of directors of the Company (the “Board”) shall perform its duties with due diligence and shall organize shareholders' general meetings in a serious and timely manner. All the directors of the Company (the “Directors”) shall be diligent and responsible to ensure the normal convening of a shareholders' general meeting and lawful exercise of functions

	and powers.	and powers.
4	1.3 The shareholders' general meeting is the authority of the Company and shall exercise its functions and powers below in accordance with the provisions of the Company Law of the PRC, other relevant laws and regulations, normative documents, and the Articles of Association: (1) determine the business policies and investment plans of the Company; (2) elect and replace non-employee represented Directors and supervisors, and decide on matters concerning the remuneration of Directors and supervisors (the "Supervisor"); (3) deliberate and approve reports of the Board; (4) deliberate and approve reports of the supervisory committee (the "Supervisory Committee"); (5) deliberate and approve the annual financial budget and final account proposals of the Company; (6) deliberate and approve the Company's plans for profit distribution and making up losses; (7) make resolutions concerning the increase or reduction of the	1.3 The shareholders' general meeting is the authority of the Company and shall exercise its functions and powers below in accordance with the provisions of the Company Law of the PRC, other relevant laws and regulations, normative documents, and the Articles of Association: (1) elect and replace Directors, and decide on matters concerning the remuneration of Directors and; (2) deliberate and approve reports of the Board; (3) deliberate and approve the Company's plans for profit distribution and making up losses; (4) make resolutions concerning the increase or reduction of the Company's registered capital; (5) make resolutions concerning the issuance of corporate bonds; (6) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company; (7) amend the Articles of Association; (8) make resolutions on the employment and dismissal of the

	Company's registered capital; (8) make resolutions concerning the issuance of corporate bonds; (9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company; (10) amend the Articles of Association; (11) make resolutions on the employment and dismissal of the accounting firms by the Company; (12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares; (13) deliberate and approve the guarantees described in Article 6.03 of the Articles of Association; (14) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company ; (15) decide the connected transactions as required to be decided in the	accounting firms by the Company that undertakes the Company's auditing business; (9) deliberate and approve the guarantees described in Article 7.03 of the Articles of Association; (10) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company ; (11) decide the connected transactions as required to be decided in the shareholders' general meetings in accordance with the provisions of the Shenzhen Stock Exchange (the "SZSE"); (12) deliberate and approve changes to the usage of raised funds; (13) deliberate the share incentive schemes and employee shareholding schemes; (14) deliberate other matters as required to be decided in the shareholders' general meetings in accordance with laws, administrative regulations,
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	shareholders' general meetings in accordance with the provisions of the Shenzhen Stock Exchange (the "SZSE"); (16) deliberate and approve changes to the usage of raised funds; (17) deliberate the share incentive schemes and employee shareholding schemes; (18) deliberate other matters as required to be decided in the shareholders' general meetings in accordance with laws, administrative regulations, departmental regulations, the Articles of Association, and the listing rules of the place the Company is listed.	departmental regulations, the Articles of Association, and the listing rules of the place the Company is listed. The shareholders' general meeting may delegate the Board to resolve on the issuance of corporate bonds. Unless otherwise provided by laws, administrative regulations, the requirements of the CSRC and the rules of the stock exchanges, the aforesaid functions and powers of the shareholders' general meeting shall not be exercised by the Board or other institutions and individuals by means of authorization.
5	1.4 Shareholders' general meetings shall be divided into annual general meeting ("AGM") and extraordinary general meeting ("EGM"). AGM shall be convened once a year and shall be held within six months following the end of the preceding fiscal year. EGM are held from time to time. An EGM is required to be held within 2 months after the occurrence of the circumstance stipulated in the Rule 100 of the Company Law of the PRC. In case of failure to hold a shareholders' general meeting	1.4 Shareholders' general meetings shall be divided into annual general meeting ("AGM") and extraordinary general meeting ("EGM"). AGM shall be convened once a year and shall be held within six months following the end of the preceding fiscal year. EGM are held from time to time. An EGM is required to be held within 2 months after the occurrence of the circumstance stipulated in the Rule 113 of the Company Law of the PRC. In case of failure to hold a shareholders' general meeting

	within the timeframe stated above, the Company shall report to the local office of the China Securities Regulatory Commission (“CSRC”) and the stock exchange where the shares of the Company are listed for trading, illustrate the reasons and make an announcement.	within the timeframe stated above, the Company shall report to the local office of the China Securities Regulatory Commission (“CSRC”) and the stock exchange where the shares of the Company are listed for trading, illustrate the reasons and make an announcement.
6	1.5 The Company shall engage lawyers for the shareholders’ general meetings to provide, and subsequently announce, legal opinions on the following issues: (1) whether the convening of the meeting and the meeting process is compliant with laws, administrative regulations, the Articles of Association, and the Rules of Procedure; (2) whether the attendees and conveners of the meeting are legally qualified to do so; (3) whether the voting process and poll results of the meeting are legally valid; (4) as requested by the Company, legal opinions issued on other related matters.	1.5 The Company shall engage lawyers for the shareholders’ general meetings to provide, and subsequently announce, legal opinions on the following issues: (1) whether the convening of the meeting and the meeting process is compliant with laws, administrative regulations, the Articles of Association, and the Rules of Procedure; (2) whether the attendees and conveners of the meeting are legally qualified to do so; (3) whether the voting process and poll results of the meeting are legally valid; (4) as requested by the Company, legal opinions issued on other related matters.
7	Chapter 2 The Convening of General Meetings	Chapter 2 The Convening of General Meetings
8	2.1 Shareholders’ general meetings shall be convened by the Board within the period stipulated in the Articles 1.4 of the Rules of Procedure.	2.1 Shareholders’ general meetings shall be convened by the Board within the period stipulated in the Articles 1.4 of the Rules of Procedure.
9	2.2 Independent Directors have the right to propose to the Board	2.2 As approved by more than half of all independent directors,

	for the convening of an EGM. In response to the proposal from the independent Directors for the convening of an EGM, the Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board; in the event that the Board disagrees with the convening of an EGM, the reasons for such shall be stated and announced.	independent Directors have the right to propose to the Board for the convening of an EGM. In response to the proposal from the independent Directors for the convening of an EGM, the Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board; in the event that the Board disagrees with the convening of an EGM, the reasons for such shall be stated and announced.
10	2.3 The Supervisory Committee has the right to propose to the Board for the convening of an EGM, and such proposal shall be made in writing to the Board. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the	2.3 The Audit Committee has the right to propose to the Board for the convening of an EGM, and such proposal shall be made in writing to the Board. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the Audit Committee.

	Supervisory Committee. In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, the Board shall be considered to be unable or unwilling to perform the obligation to convene a shareholders' general meeting. The Supervisory Committee may at its sole discretion convene and preside over the EGM.	In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, the Board shall be considered to be unable or unwilling to perform the obligation to convene a shareholders' general meeting. The Audit Committee may at its sole discretion convene and preside over the EGM.
11	2.4 Shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company have the right to propose to the Board for the convening of an EGM, and such proposal shall be made in writing to the Board. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be provided within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, shareholders that, either individually or jointly, hold over	2.4 Shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company may request the Board to convene an EGM in writing. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM. In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be provided within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company may

	10% of shares carrying voting rights of the Company have the right to propose to the Supervisory Committee for the convening of an EGM, and such proposal shall be made in writing to the Supervisory Committee. In the event that the Supervisory Committee agrees to convene an EGM, a notice of the shareholders' general meeting shall be issued within 5 days of receipt of such request. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Supervisory Committee did not provide a notice of the shareholders' general meeting within the specified timeframe, the Supervisory Committee shall be considered to be unwilling to convene and preside over the shareholders' general meeting. The shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company for a period of 90 consecutive days or more may at their sole discretion convene and preside over the EGM.	propose to the Audit Committee for the convening of an EGM, and such proposal shall be made in writing to the Audit Committee. In the event that the Audit Committee agrees to convene an EGM, a notice of the shareholders' general meeting shall be issued within 5 days of receipt of such request. Alterations to the original proposals in the notice shall be approved by the relevant shareholders. In the event that the Audit Committee did not provide a notice of the shareholders' general meeting within the specified timeframe, the Audit Committee shall be considered to be unwilling to convene and preside over the shareholders' general meeting. The shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company for a period of 90 consecutive days or more may at their sole discretion convene and preside over the EGM.
12	2.5 In the event that the Supervisory Committee or shareholders at the sole discretion decide to convene a shareholders' general meeting, it shall notify the Board of the same in writing, as well as file with the securities exchanges. Prior to the publication of the resolutions of the shareholders' general meeting, the	2.5 In the event that the Audit Committee or shareholders at the sole discretion decide to convene a shareholders' general meeting, it shall notify the Board of the same in writing, as well as file with the securities exchanges. Prior to the publication of the resolutions of the shareholders' general meeting, the shareholdings, either

	shareholdings, either individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for 90 consecutive days. Whilst publishing the notice and resolutions of the shareholders' general meeting, the Supervisory Committee or shareholders that intend to convene the meeting shall provide related proofs to the securities exchanges.	individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for 90 consecutive days. Whilst publishing the notice and resolutions of the shareholders' general meeting, the Audit Committee or shareholders that intend to convene the meeting shall provide related proofs to the securities exchanges.
13	2.6 The Board and the secretary to the Board shall cooperate in the shareholders' general meetings convened by the Supervisory Committee or shareholders at the sole discretion. The Board shall provide the register of members as of the date of record. If the Board fails to provide the register of members, The convener may carry the relevant announcement on the notice of convening the shareholders' general meeting to apply with the securities registration and settlement institution for such register of members. The convener shall not use the register of members for purposes other than convening a shareholders' general meeting.	2.6 The Board and the secretary to the Board shall cooperate in the shareholders' general meetings convened by the Audit Committee or shareholders at the sole discretion. The Board shall provide the register of members as of the date of record. If the Board fails to provide the register of members, The convener may carry the relevant announcement on the notice of convening the shareholders' general meeting to apply with the securities registration and settlement institution for such register of members. The convener shall not use the register of members for purposes other than convening a shareholders' general meeting.
14	2.7 The Company shall be responsible for all necessary expenses related to the shareholders' general meetings convened by the Supervisory Committee or shareholders at the sole discretion.	2.7 The Company shall be responsible for all necessary expenses related to the shareholders' general meetings convened by the Audit Committee or shareholders at the sole discretion.
15	Chapter 3 Proposals and Notice of General Meetings	Chapter 3 Proposals and Notice of General Meetings
16	3.1 The contents of the proposals	3.1 The contents of the proposals

	to be raised shall be within the scope of functions and powers of the shareholders' 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, and the Articles of Association.	to be raised shall be within the scope of functions and powers of the shareholders' 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, and the Articles of Association.
17	3.2 When the Company convenes a shareholders' general meeting, the Board, the Supervisory Committee, and shareholders that, either individually or jointly, hold more than 3% of shares of the Company have the right to make proposals to the Company. The Company shall include all matters in the proposals that fall within the purview of the shareholders' general meeting into the agenda of this meeting. Shareholders that, individually or jointly, hold more than 3% of shares of the Company can make and deliver the temporary proposals to the convener in writing 10 days or more prior to the shareholders' general meeting. The convener shall give a supplementary notice of the shareholders' general meeting within 2 days after receiving such proposals, and announce the contents of the temporary proposals. Other than circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' general meeting shall not be altered and new proposals shall not be added following the issuance of the announcement of the notice of the shareholders'	3.2 When the Company convenes a shareholders' general meeting, the Board, the Audit Committee, and shareholders that, either individually or jointly, hold more than 1% of shares of the Company have the right to make proposals to the Company. The Company shall include all matters in the proposals that fall within the purview of the shareholders' general meeting into the agenda of this meeting. Shareholders that, individually or jointly, hold more than 1% of shares of the Company can make and deliver the temporary proposals to the convener in writing 10 days or more prior to the shareholders' general meeting. The convener shall give a supplementary notice of the shareholders' general meeting within 2 days after receiving such proposals, and announce the contents of the temporary proposals and submit such proposals to the shareholders' general meeting for consideration. However, unless the temporary proposals are in violation of laws, administrative regulations or the provisions of these Articles, or do not fall within the terms of reference of the shareholders' general

	general meeting by the convener. Proposals that are not clearly listed in the notice of the shareholders' general meeting or are not in compliance with the Articles 3.1 of the Rules of Procedure shall not be voted on and decided during the shareholders' general meeting.	meeting.. Other than circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' general meeting shall not be altered and new proposals shall not be added following the issuance of the announcement of the notice of the shareholders' general meeting by the convener. Proposals that are not clearly listed in the notice of the shareholders' general meeting or are not in compliance with the Articles 3.1 of the Rules of Procedure shall not be voted on and decided during the shareholders' general meeting.
18	3.3 When the Company convenes an annual general meeting, written notice shall be given to shareholders 21 days prior to the convening of the meeting, and when the Company convenes an extraordinary general meeting, written notice shall be given to shareholders 15 days prior to the convening of the meeting.	3.3 When the Company convenes an annual general meeting, a written announcement or notice shall be given to shareholders 21 days prior to the convening of the meeting, and when the Company convenes an extraordinary general meeting, a written announcement or notice shall be given to shareholders 15 days prior to the convening of the meeting.
19	3.4 Notices and supplementary notices of a shareholders' general meeting shall fully and completely disclose all detailed contents of all proposals and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed. For matters to be discussed that require opinions from the independent Directors, the opinions of the independent Directors and reasons thereof shall be simultaneously disclosed with the notice or	3.4 Notices and supplementary notices of a shareholders' general meeting shall fully and completely disclose all detailed contents of all proposals and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed.

	supplementary notice of the shareholders' general meeting.	
20	3.5 If matters relating to election of Directors and Supervisors are proposed to be discussed at a shareholders' general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders' general meeting, which shall at least include the following: (1) educational background, work experience and all other positions undertaken on a part - time basis; (2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers; (3) the candidates' shareholdings in the Company; (4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange. Unless a Director or Supervisor is elected via the cumulative voting system, each candidate for Director or Supervisor shall be proposed via a single proposed resolution.	3.5 If matters relating to election of Directors are proposed to be discussed at a shareholders' general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders' general meeting, which shall at least include the following: (1) educational background, work experience and all other positions undertaken on a part - time basis; (2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers; (3) the candidates' shareholdings in the Company; (4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange. Unless a Director is elected via the cumulative voting system, each candidate for Director shall be proposed via a single proposed resolution.
21	3.6 The notice of the shareholders' general meeting shall specify the time and place of the meeting and determine the deadline for registration of	3.6 The notice of the shareholders' general meeting shall specify the time and place of the meeting and determine the deadline for registration of

	shareholding. The interval between the deadline for registration of shareholding and the date of the meeting shall not be over 7 working days. Once such deadline is confirmed, it shall not be changed.	shareholding. The interval between the deadline for registration of shareholding and the date of the meeting shall not be over 7 working days. Once such deadline is confirmed, it shall not be changed.
22	3.7 Following the issuance of the notice of the shareholders' general meeting, the shareholders' general meetings shall not be postponed or cancelled without proper cause, and proposals listed in the notice of a shareholders' general meeting shall not be cancelled. In the event that postponement or cancellation occurs, the convener shall publish an announcement and explain the reasons thereof at least 2 working days prior to the original meeting date.	3.7 Following the issuance of the notice of the shareholders' general meeting, the shareholders' general meetings shall not be postponed or cancelled without proper cause, and proposals listed in the notice of a shareholders' general meeting shall not be cancelled. In the event that postponement or cancellation occurs, the convener shall publish an announcement and explain the reasons thereof at least 2 working days prior to the original meeting date.
23	3.8 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at that meeting.	3.8 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at that meeting.
24	Chapter 4 Convening of General Meetings	Chapter 4 Convening of General Meetings
25	4.1 The Company shall hold the shareholders' general meeting at its domicile or other place explicitly provided by the notice of a general meeting. The shareholders' general meeting shall have a venue and be held on-site. The Company should make it convenient for shareholders to attend such meetings by using secure, economic and convenient network or other methods	4.1 The Company shall hold the shareholders' general meeting at its domicile or other place explicitly provided by the notice of a general meeting. The shareholders' general meeting shall have a venue and be held on-site. At the same time, it can also be held through electronic communication methods. The Company should make it convenient for shareholders by using secure,

	according to laws, administrative regulations and regulations of the CSRC or the Articles of Association. A shareholder who participates in a shareholders' general meeting in the aforesaid manner shall be deemed to have been present at the meeting. Once the notice of a shareholders' general meeting is issued, the venue of the on-site general meeting shall not be altered without proper reason. In the event of alteration, the convener shall make an announcement to state the reasons at least two (2) trading days prior to the convening date of the on-site meeting. A shareholder may either attend the shareholders' general meeting in person and exercise his/her voting rights, or appoint a proxy to attend and exercise his/her voting rights within his/her authority.	economic and convenient network or other methods according to laws, administrative regulations and regulations of the CSRC or the Articles of Association. A shareholder who participates in a shareholders' general meeting in the aforesaid manner shall be deemed to have been present at the meeting. Once the notice of a shareholders' general meeting is issued, the venue of the on-site general meeting shall not be altered without proper reason. In the event of alteration, the convener shall make an announcement to state the reasons at least two (2) trading days prior to the convening date of the on-site meeting. A shareholder may either attend the shareholders' general meeting in person and exercise his/her voting rights, or appoint a proxy to attend and exercise his/her voting rights within his/her authority.
26	4.2 For the shareholders' general meetings that utilize website services or other means, the voting time and procedures for such method shall be clearly stated in the notice of the shareholders' general meeting. The starting time of voting via internet or otherwise of the shareholders' general meeting shall not be earlier than 3:00pm on the day before the convening date of the on-site shareholders' general meeting, and not be later than 9:30am on the same day of convening the on-site shareholders' general meeting, and its closing time shall not be	4.2 For the shareholders' general meetings that utilize website services or other means, the voting time and procedures for such method shall be clearly stated in the notice of the shareholders' general meeting. The starting time of voting via internet or otherwise of the shareholders' general meeting shall not be earlier than 3:00pm on the day before the convening date of the on-site shareholders' general meeting, and not be later than 9:30am on the same day of convening the on-site shareholders' general meeting, and its closing time shall not be

	earlier than 3:00pm on the same day of ending the on-site shareholders' general meeting. The interval between the registration date and the date of the meeting shall not be more than 7 working days. No changes may be made once the registration date is confirmed.	earlier than 3:00pm on the same day of ending the on-site shareholders' general meeting.
27	4.3 The Board and any other convener shall take necessary steps to ensure the proper order of the shareholders' general meeting. The Company shall take steps to stop any act disturbing the shareholders' general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment.	4.3 The Board and any other convener shall take necessary steps to ensure the proper order of the shareholders' general meeting. The Company shall take steps to stop any act disturbing the shareholders' general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment.
28	4.4 All the shareholders appearing on the register of members as at the record date or their proxies shall be entitled to attend general meetings and the Company and the persons convening the meeting may not refuse their attending for any reason.	4.4 All the shareholders appearing on the register of members as at the record date or their proxies shall be entitled to attend general meetings and the Company and the persons convening the meeting may not refuse their attending for any reason. Each share held by a shareholder at a shareholders' general meeting entitles the shareholder to one vote. Shares of the Company held by the Company do not have voting rights
29	4.5 An individual shareholder who attends the shareholders' general meeting in person shall present its personal identification card or other valid proof and stock account card which can confirm his/her identity. A proxy who attends the shareholders' general meeting shall present its	4.5 An individual shareholder who attends the shareholders' general meeting in person shall present its personal identification card or other valid proof which can confirm his/her identity. A proxy who attends the shareholders' general meeting shall present its valid personal

	valid personal identification document and the power of attorney signed by the shareholder. Corporate shareholders shall attend the meeting through their legal representative or proxies authorized by the legal representative. In the event that the legal representative attend, such persons shall present their personal identification card and valid proof to show that they qualify as the legal representative; in the event that proxies attend, such proxies shall present their personal identification card and the power of attorney issued by the legal representative of the corporate shareholder. The power of attorney shall clarify the number of shares represented by the proxy.	identification document and submit the power of attorney signed by the shareholder. Corporate shareholders shall attend the meeting through their legal representative or proxies authorized by the legal representative. In the event that the legal representative attend, such persons shall present their personal identification card and valid proof to show that they qualify as the legal representative; in the event that proxies attend, such proxies shall present their personal identification card and the power of attorney issued by the legal representative of the corporate shareholder. The power of attorney shall clarify the number of shares represented by the proxy.
30	4.6 In the event that the power of attorney is signed by another person authorized by the entrusting party, the power of attorney or other authorization documents authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents shall be placed together with the power of attorney appointing a voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. In the event that the entrusting party is a legal person, once the power of attorney is signed by the official authorized representative, its legal representative or any person authorized by the Board or by other decision-making body shall attend the Company's shareholders' general meeting as	4.6 In the event that the voting proxy power of attorney is signed by another person authorized by the entrusting party, the power of attorney or other authorization documents authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents shall be placed together with the power of attorney appointing a voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

	a representative.	
31	4.7 The power of attorney issued by shareholders to appoint proxies to attend a shareholders' general meeting shall clarify the following details: (1) Name of proxies; (2) Whether or not they have voting rights; (3) Instructions to vote for, against, or abstain for each of the matters to be deliberated set forth in the agenda of the shareholders' general meeting ; (4) Date of issuance and the valid term of the power of attorney; (5) Signature (or seal) of the entrusting party. Where the entrusting party is a corporate shareholder, the seal of the corporate entity shall be affixed. The power of attorney shall state whether the proxy(ies) can vote according to his or her own will if the shareholder does not give specific instructions.	4.7 The power of attorney issued by shareholders to appoint proxies to attend a shareholders' general meeting shall clarify the following details: (1) Name or title of the appointing party, class and number of shares held in the Company; (2) Name or title of proxies; (3) Specific instructions from shareholders, including instructions to vote for, against, or abstain for each of the matters to be deliberated set forth in the agenda of the shareholders' general meeting ; (4) Date of issuance and the valid term of the power of attorney; (5) Signature (or seal) of the entrusting party. Where the entrusting party is a corporate shareholder, the seal of the corporate entity shall be affixed.
32	4.9 The convener and lawyers shall jointly verify the legitimacy of the qualifications of shareholders in accordance with the register of members provided by the securities registration and clearing authority and appointed foreign agencies, and shall register the names (or aliases) of shareholders and the respective number of shares with voting rights held. The meeting registration shall come to a close before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held. The	4.9 The convener and lawyers shall jointly verify the legitimacy of the qualifications of shareholders in accordance with the register of members provided by the securities registration and clearing authority and appointed foreign agencies, and shall register the names (or aliases) of shareholders and the respective number of shares with voting rights held. The meeting registration shall come to a close before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held. The

	meeting registry shall represent the official data for the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held.	meeting registry shall represent the official data for the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held.
33	4.10 When convening a shareholders' general meeting, all Directors, Supervisors and the secretary to the Board shall attend the meeting. The Company's senior management personnel shall attend the meeting as participants.	4.10 If the shareholders' general meeting requests the attendance of Directors and the senior management personnel, the Directors and the senior management personnel shall attend the meeting and accept the shareholders' enquiry.
34	4.11 The shareholder's general meeting shall be presided over by the chairman of the Board. If the chairman is unable to or refuses to perform its duties, the vice chairman shall preside over the general meeting; in the event of any inability or failure of the vice chairman to perform his duties, a Director jointly elected by more than one half of the Directors shall preside over the general meeting The chairman of the Supervisory Committee shall preside over the shareholders' general meetings convened by the Supervisory Committee at its sole discretion. In the event that the chairman of the Supervisory Committee is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a Supervisor jointly nominated by more than half of the Supervisors. For the shareholders' general meetings convened by shareholders at their sole discretion, the convener shall nominate a representative to	4.11 The shareholder's general meeting shall be presided over by the chairman of the Board. If the chairman is unable to or refuses to perform its duties, the vice chairman shall preside over the general meeting; in the event of any inability or failure of the vice chairman to perform his duties, a Director jointly elected by more than one half of the Directors shall preside over the general meeting The chairman of the Audit Committee shall preside over the shareholders' general meetings convened by the Audit Committee at its sole discretion. In the event that the chairman of the Audit Committee is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a a member of the Audit Committee jointly nominated by more than half of the members of the Audit Committee. For the shareholders' general meetings convened by shareholders at their sole discretion, the convener or his/her elected representative

	preside over the meeting. In the event that the chairman violates the Rules of Procedure during the shareholders' general meeting that results in the shareholders' general meeting being unable to continue, upon approval by more than half of the shareholders with voting rights present at the meeting, a person may be nominated to chair the shareholders' general meeting and the meeting may continue.	shall preside over the meeting. In the event that the chairman violates the Rules of Procedure during the shareholders' general meeting that results in the shareholders' general meeting being unable to continue, upon approval by more than half of the shareholders with voting rights, a person may be nominated to chair the shareholders' general meeting and the meeting may continue.
35	Chapter 5 Voting and Resolutions of General Meetings	Chapter 5 Voting and Resolutions of General Meetings
36	5.1 At the AGM, the Board and Supervisory Committee shall report on their work over the last year. Each of the independent Directors shall also report on their work.	5.1 At the AGM, the Board shall report on their work over the last year. Each of the independent Directors shall also report on their work.
37	5.2 The Directors, Supervisors, and senior management personnel shall provide responses and explanations to the queries or recommendations raised by the shareholders at a shareholders' general meeting.	5.2 The Directors and senior management personnel shall provide responses and explanations to the queries or recommendations raised by the shareholders at a shareholders' general meeting.
38	5.4 Where a shareholder has connected relationship to a matter to be considered at a shareholders' general meeting, he/she shall recuse himself/herself from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting. The announcement of resolutions of the shareholders' general meeting shall fully disclose the votes of non-connected shareholders.	5.4 Where a shareholder has connected relationship to a matter to be considered at a shareholders' general meeting, he/she shall recuse himself/herself from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting. The announcement of resolutions of the shareholders' general meeting shall fully disclose the votes of non-connected shareholders.

	Procedures for recusal of connected shareholders from voting: 5.4.1 A connected shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the connected shareholder; 5.4.2 The connected shareholders may participate in the consideration and deliberation of the motions of connected transactions; 5.4.3 The non-connected shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and these Rules of Procedure on the proposal of the connected transaction that the connected shareholders have recused themselves from voting on it; 5.4.4 Connected shareholders and their proxies shall not participate in vote counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-connected shareholders;	Procedures for recusal of connected shareholders from voting: 5.4.1 A connected shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the connected shareholder; 5.4.2 The connected shareholders may participate in the consideration and deliberation of the motions of connected transactions; 5.4.3 The non-connected shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and these Rules of Procedure on the proposal of the connected transaction that the connected shareholders have recused themselves from voting on it; 5.4.4 Connected shareholders and their proxies shall not participate in vote counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-connected shareholders;
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	5.4.5 The number of voting shares represented by the connected shareholders shall not be counted towards the total number of valid votes. Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' general meeting affecting profits of medium and small investors. The results of separate counting shall be publicly disclosed timely. Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting. If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws of the PRC, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting. The Board, independent Directors, shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules and the provisions of the CSRC may publicly collect voting rights from shareholders. They shall adequately disclose specific	5.4.5 The number of voting shares represented by the connected shareholders shall not be counted towards the total number of valid votes. Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' general meeting affecting profits of medium and small investors. The results of separate counting shall be publicly disclosed timely. Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting. If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws of the PRC, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting. The Board, independent Directors, shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules and the provisions of the CSRC may publicly collect voting rights from shareholders. They shall adequately disclose specific
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	information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. Save for the statutory conditions, the Company shall not set minimum shareholding percentage limit for collection of voting rights.	information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. Save for the statutory conditions, the Company shall not set minimum shareholding percentage limit for collection of voting rights.
39	5.5 Candidates for Directors and Supervisors that are not employee representatives of the Company can be nominated by the Board and the Supervisory Committee, respectively. Shareholders who individually or jointly hold more than 3% of the Company's shares may nominate candidates for non-independent Directors and Supervisors that are not employee representatives; shareholders that individually or jointly hold more than 1% of the Company's shares or the Supervisory Committee shall have the right to nominate candidates for independent directors. The Nominator shall obtain the consent of the nominee prior to the nomination. The nominator of an independent director shall not nominate a person as a candidate for an independent director, who has an interest in him or has other close relations that may affect the performance of his duties independently. The following procedures shall be adopted for the selection and appointment of Directors (including independent Directors) and Supervisors	5.5 Candidates for Directors can be nominated by the Board. Shareholders who individually or jointly hold more than 3% of the Company's shares may nominate candidates for non-independent Directors; shareholders that individually or jointly hold more than 1% of the Company's shares shall have the right to nominate candidates for independent directors. The Nominator shall obtain the consent of the nominee prior to the nomination. The nominator of an independent director shall not nominate a person as a candidate for an independent director, who has an interest in him or has other close relations that may affect the performance of his duties independently. The following procedures shall be adopted for the selection and appointment of Directors (non-employee Directors, including independent Directors): 5.5.1 Where it is necessary to replace or add Directors due to the change of term or other reasons, the Nominator may propose candidates

	(non-employee Supervisors): 5.5.1 Where it is necessary to replace or add Directors and Supervisors (Supervisors who are not representative of employees) due to the change of term or other reasons, the Nominator may propose candidates for directors and supervisors (non-employee supervisors) to the Board. The Nominator shall submit the candidates' curriculum vitae and basic information to the Board in writing at least 10 days before the general meeting. 5.5.2 Before the convening of general meeting for the election of independent directors, the Company shall disclose the relevant contents in accordance with Article 10 of the Administrative Measures for Independent Directors of Listed Companies, and submit the relevant materials of all candidates for independent Directors (including but not limited to the Nominator's statement, the candidate's statement and the curriculum vitae of independent Directors) to the stock exchange, which shall be true,	for directors to the Board. The Nominator shall submit the candidates' curriculum vitae and basic information to the Board in writing at least 10 days before the general meeting. 5.5.2 Before the convening of general meeting for the election of independent directors, the Company shall disclose the relevant contents in accordance with Article 10 of the Administrative Measures for Independent Directors of Listed Companies, and submit the relevant materials of all candidates for independent Directors (including but not limited to the Nominator's statement, the candidate's statement and the curriculum vitae of independent Directors) to the stock exchange, which shall be true, accurate and complete, and where the Board has objection(s) to the relevant information of the candidates for independent Directors, the written opinion of the Board shall also be submitted. Candidates for Directors shall make a written undertaking before the shareholders' general meeting that
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	accurate and complete, and where the Board has objection(s) to the relevant information of the candidates for independent Directors, the written opinion of the Board shall also be submitted. Candidates for Directors and Supervisors shall make a written undertaking before the shareholders' general meeting that they agree to accept the nomination, undertake that the publicly disclosed information of the candidates for Directors and Supervisors is true, accurate and complete as well as meet the conditions of office, and ensure that they will effectively perform their duties after being elected. 5.5.3 When holding a shareholders' general meeting to elect independent Directors, the Board shall explain whether the candidates for independent Directors have been objected to by the stock exchange. If the stock exchange raises an objection, the Company shall not submit the candidates to the general meeting for election. 5.5.4 The election of candidates for Directors	they agree to accept the nomination, undertake that the publicly disclosed information of the candidates for Directors is true, accurate and complete as well as meet the conditions of office, and ensure that they will effectively perform their duties after being elected. 5.5.3 When holding a shareholders' general meeting to elect independent Directors, the Board shall explain whether the candidates for independent Directors have been objected to by the stock exchange. If the stock exchange raises an objection, the Company shall not submit the candidates to the general meeting for election. 5.5.4 The election of candidates for Directors shall be submitted to the shareholders' general meeting by way of proposal. When deliberating the proposals for the election of Directors, the shareholders' general meeting shall vote on each of the candidates for Directors individually. 5.5.5 The election or change of Directors (non-employee Directors, including
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	and Supervisors shall be submitted to the shareholders' general meeting by way of proposal. When deliberating the proposals for the election of Directors and Supervisors, the shareholders' general meeting shall vote on each of the candidates for Directors and Supervisors individually. 5.5.5 The election or change of Directors (including independent Directors) and non-employee Supervisors shall be elected by the general meeting of shareholders in accordance with the provisions of the Articles of Association. If the proposal for change of Directors and Supervisors is approved by the general meeting, the time of appointment of the new Directors and Supervisors shall be calculated from the day following the adoption of the election resolution by the general meeting. Supervisors who are representatives of employees of the Company shall be elected by a resolution of the general meeting of employees of the Company.	independent Directors) shall be elected by the general meeting of shareholders in accordance with the provisions of the Articles of Association. If the proposal for change of Directors is approved by the general meeting, the time of appointment of the new Directors shall be calculated from the day following the adoption of the election resolution by the general meeting.
40	5.6 The cumulative voting system shall be adopted if a sole shareholder and its concert parties are interested in 30% or	5.6 The cumulative voting system shall be adopted if a sole shareholder and its concert parties are interested in 30% or

	more of the shares of the Company. The cumulative voting system shall be adopted if more than two independent directors were to be elected by the general meeting. The votes by minority investors shall be counted separately and disclosed. Other than the cumulative voting system, the shareholders' general meeting shall vote on each proposal separately. For matters that contain different proposals, voting shall be in the order of the time that each proposal was proposed. Other than force majeure and other special circumstances that cause the suspension of or failure to make resolutions at the shareholders' general meeting, the shareholders' general meeting shall not postpone or refuse to vote on resolutions.	more of the shares of the Company. The cumulative voting system shall be adopted if more than two independent directors were to be elected by the general meeting. The votes by minority investors shall be counted separately and disclosed. Other than the cumulative voting system, the shareholders' general meeting shall vote on each proposal separately. For matters that contain different proposals, voting shall be in the order of the time that each proposal was proposed. Other than force majeure and other special circumstances that cause the suspension of or failure to make resolutions at the shareholders' general meeting, the shareholders' general meeting shall not postpone or refuse to vote on resolutions.
41	5.7 Resolutions may not be amended during deliberation at the shareholders' general meeting, otherwise, the relevant amendments shall be considered as a new proposal, and shall not be voted on during this shareholders' general meeting.	5.7 Resolutions may not be amended during deliberation at the shareholders' general meeting, and, if revised, such proposal shall be considered as a new proposal, and shall not be voted on during this shareholders' general meeting.
42	5.9 Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. Resolutions of the shareholders' general meeting shall be considered and approved in accordance with the provisions of the Articles of Association. Voting at general meeting will record the name of the voter, that is, by open ballot.	5.9 Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. Resolutions of the shareholders' general meeting shall be considered and approved in accordance with the provisions of the Articles of Association. Voting at general meeting will record the name of the voter, that is, by open ballot.

43	5.10 Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain. Securities registration and clearing institution is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders. Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as“abstentions” in the voting results. Where any shareholder is under the Listing Rules of the HKEx required to abstain from voting or restricted to voting only for or only against any particular matter to be resolved, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	5.10 Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain. Securities registration and clearing institution is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders. Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as“abstentions” in the voting results. Where any shareholder is under the Listing Rules of the HKEx required to abstain from voting or restricted to voting only for or only against any particular matter to be resolved, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
44	5.11 Before a resolution is decided on a proposal at a shareholders' general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. In the event that a shareholder is related with a matter to be considered, the relevant shareholder and his proxies shall not participate in counting the votes or supervising	5.11 Before a resolution is decided on a proposal at a shareholders' general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. In the event that a shareholder is related with a matter to be considered, the relevant shareholder and his proxies shall not participate in counting the votes or supervising

	the counting process. When a resolution is decided on a proposal at a shareholders' general meeting, legal advisers, representatives of shareholders and representatives of Supervisors shall jointly participate in counting the votes as well as supervising the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes. Shareholders or proxies that vote through online or other methods have the right to inspect their voting results through the respective voting platforms.	the counting process. When a resolution is decided on a proposal at a shareholders' general meeting, legal advisers, representatives of shareholders shall jointly participate in counting the votes as well as supervising the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes. Shareholders or proxies that vote through online or other methods have the right to inspect their voting results through the respective voting platforms.
45	5.12 An on-site shareholders' general meeting shall not end earlier than for those shareholders who attend via internet or other permitted means. The chairman of the meeting shall announce to the meeting the voting details and results of each proposal and shall declare whether or not a proposal is adopted on the basis of the relevant voting results. Prior to formally announcing the voting results, all those who are involved in the meeting whether in person or via internet or other permitted means, including any companies, persons responsible for counting the votes, persons responsible for supervising the counting process, major shareholders, internet service providers and other relevant parties shall have the obligation to keep matters related to voting confidential.	5.12 An on-site shareholders' general meeting shall not end earlier than for those shareholders who attend via internet or other permitted means. The chairman of the meeting shall announce to the meeting the voting details and results of each proposal and shall declare whether or not a proposal is adopted on the basis of the relevant voting results. Prior to formally announcing the voting results, all those who are involved in the meeting whether in person or via internet or other permitted means, including any companies, persons responsible for counting the votes, persons responsible for supervising the counting process, shareholders, internet service providers and other relevant parties shall have the obligation to keep matters related to voting confidential.

46	5.13 If the chairman of the meeting has any doubts about the results of voting resolutions, a vote count may be organized for the submitted votes; if the chairman of the meeting does not conduct a vote count, shareholders or proxies attending the meeting that disagree with the results announced by the chairman of the meeting have the right to request a vote count immediately after the announcement of the poll results, and the chairman of the meeting shall immediately organize a vote count.	5.13 If the chairman of the meeting has any doubts about the results of voting resolutions, a vote count may be organized for the submitted votes; if the chairman of the meeting does not conduct a vote count, shareholders or proxies attending the meeting that disagree with the results announced by the chairman of the meeting have the right to request a vote count immediately after the announcement of the poll results, and the chairman of the meeting shall immediately organize a vote count.
47	5.14 The resolutions of a shareholders' general meeting shall be promptly announced, and the announcement shall include the number of shareholders and proxies attending the meeting, total number of shares with voting rights held and its percentage with respect to the total number of shares with voting rights of the Company, voting method, poll results of each proposal, and detailed information of each resolution that was approved.	5.14 The resolutions of a shareholders' general meeting shall be promptly announced, and the announcement shall include the number of shareholders and proxies attending the meeting, total number of shares with voting rights held and its percentage with respect to the total number of shares with voting rights of the Company, voting method, poll results of each proposal, and detailed information of each resolution that was approved. The Company shall separately count and announce the attendance and voting situations of domestic share shareholders and foreign share shareholders, as well as common share shareholders at the meeting.
48	5.15 Special notification shall be made in the results announcement of the shareholders' general meeting for resolutions that were not approved, or resolutions of the previous shareholders' general meeting that were amended in	5.15 Special notification shall be made in the results announcement of the shareholders' general meeting for resolutions that were not approved, or resolutions of the previous shareholders' general meeting that were amended in

	this shareholders' general meeting.	this shareholders' general meeting.
49	5.16 The convener shall ensure that a shareholders' general meeting is held on a continuous basis until a final resolution is adopted. If a shareholders' general meeting is suspended or no resolution can be adopted due to force majeure or other exceptional reasons, necessary measures shall be taken so as to promptly re-convene the shareholders' general meeting or to directly terminate the shareholders' general meeting, and public announcement relating thereto shall also be made on a timely basis. At the same time, the convener shall report the same to the branches of CSRC and the relevant stock exchanges.	5.16 The convener shall ensure that a shareholders' general meeting is held on a continuous basis until a final resolution is adopted. If a shareholders' general meeting is suspended or no resolution can be adopted due to force majeure or other exceptional reasons, necessary measures shall be taken so as to promptly re-convene the shareholders' general meeting or to directly terminate the shareholders' general meeting, and public announcement relating thereto shall also be made on a timely basis. At the same time, the convener shall report the same to the branches of CSRC and the relevant stock exchanges.
50	5.17 After the approval by the shareholders' general meeting of resolutions regarding the election of Directors and Supervisors, the new Directors and Supervisors take office in accordance with the provisions of the Articles of Association.	5.17 After the approval by the shareholders' general meeting of resolutions regarding the election of Directors, the new Directors take office in accordance with the provisions of the Articles of Association.
51	5.18 If a shareholders' general meeting approves any proposal for distribution of cash or stock dividends, or capitalization of capital reserves, the Company shall implement a specific plan within two months after the conclusion of the shareholders' general meeting.	5.18 If a shareholders' general meeting approves any proposal for distribution of cash or stock dividends, or capitalization of capital reserves, the Company shall implement a specific plan within two months after the conclusion of the shareholders' general meeting.
52	5.19 Any content of a resolution approved at the shareholders' general meeting will be invalid if it violates the laws and administrative regulations.	5.19 Any content of a resolution approved at the shareholders' general meeting will be invalid if it violates the laws and administrative regulations.

	In the event that the convening and voting procedures of shareholders' general meetings that are in violation of laws, administrative regulations, or the Articles of Association, or the contents of resolutions are in violation of the Articles of Association, shareholders have the right to apply to the civil courts for revocation within 60 days of the date of resolutions.	In the event that the convening and voting procedures of shareholders' general meetings that are in violation of laws, administrative regulations, or the Articles of Association, or the contents of resolutions are in violation of the Articles of Association, shareholders have the right to apply to the civil courts for revocation within 60 days of the date of resolutions. However, except where the procedures for convening a shareholders' general meeting and Board meeting or the manner of voting thereat are only slightly defective and have no material effect on the resolution. Where the Board, shareholders and other relevant parties dispute the qualifications of the convener, the convening procedures, the legitimacy of the proposal and the validity of a resolution of the shareholders' general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the shareholders' general meeting. The Company, the Directors and senior management personnel shall effectively perform their duties to ensure the normal operation of the Company. If the People's Court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the
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		provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it will be dealt with in a timely manner and be fulfilled with corresponding information disclosure obligations.
53	6.1 Holders of different classes of shares are class shareholders. Class shareholders shall have the same rights and obligations in accordance with laws, administrative regulations and the Articles of Association.	6.1 For the purposes of this section only, domestic share shareholders and foreign share shareholders shall be deemed to be different classes of shareholders.
54	6.2 Rights conferred on any class shareholder may not be varied or abrogated unless approved by a special resolution at the shareholders' general meeting and by shareholders of that class at a separate shareholders' general meeting held in accordance with Articles 6.4 to 6.8 of these Rules of Procedure.	6.2 Rights conferred on any class shareholder may not be varied or abrogated unless approved by a special resolution at the shareholders' general meeting and by shareholders of that class at a separate shareholders' general meeting held in accordance with Articles 6.4 to 6.8 of these Rules of Procedure.
55	6.4 Shareholders of the affected class, whether or not they originally had voting rights at the shareholders' general meeting, shall have the right to vote at meetings of class shareholders with respect to matters involving articles 6.3.2 to 6.3.8 and 6.3.11 to 6.3.12 of these Rules of Procedure. However, interested shareholders shall not have the right to vote at class meetings. The term "interested shareholders" described in the previous provision shall have the	6.4 Shareholders of the affected class, whether or not they originally had voting rights at the shareholders' general meeting, shall have the right to vote at meetings of class shareholders with respect to matters involving articles 6.3.2 to 6.3.8 and 6.3.11 to 6.3.12 of these Rules of Procedure. However, interested shareholders shall not have the right to vote at class meetings. The term "interested shareholders" described in the previous provision shall have the

	following meanings: If the Company made a repurchase offer to all shareholders with the same proportion or has repurchased its own shares through open transactions on a securities exchange in accordance with article 4.04 of the Articles of Association, the controlling shareholders as defined in article 5.09 of the Articles of Association shall be deemed to be “interested shareholders”; If the Company has repurchased its own shares by an agreement outside a securities exchange in accordance with article 4.04 of the Articles of Association, shareholders related to such agreement shall be deemed to be “interested shareholders”; Under a restructuring proposal of the Company, an “interested shareholder” means a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class.	following meanings: If the Company made a repurchase offer to all shareholders with the same proportion or has repurchased its own shares through open transactions on a securities exchange in accordance with article 4.05 of the Articles of Association, the controlling shareholders as defined in article 7.01 of the Articles of Association shall be deemed to be “interested shareholders”; If the Company has repurchased its own shares by an agreement outside a securities exchange in accordance with article 4.05 of the Articles of Association, shareholders related to such agreement shall be deemed to be “interested shareholders”; Under a restructuring proposal of the Company, an “interested shareholder” means a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class.
56	6.6 When the Company is to hold an annual class meeting, it shall give a written notice to its shareholders of the relevant class listed on the register 21 days prior to the meeting, When the Company is to hold an extraordinary class meeting, it shall give a written notice to its shareholders of the relevant class listed on the register 15 days prior to the meeting.	6.6 When the Company is to hold an annual class meeting, it shall give a written notice to its shareholders of the relevant class listed on the register 21 days prior to the meeting, When the Company is to hold an extraordinary class meeting, it shall give a written notice to its shareholders of the relevant class listed on the register 15 days prior to the meeting.
57	6.7 Notice of class shareholders’ meeting needs only be served on the	6.7 Notice of class shareholders’ meeting needs only be served on the

	class shareholders who are entitled to vote thereat. The procedures of a meeting of any class shareholders shall be conducted in the same manner as shareholders' general meetings as far as possible. The provisions of the Articles of Association relating to any shareholders' general meeting shall apply to any meeting of the class shareholders.	class shareholders who are entitled to vote thereat. The procedures of a meeting of any class shareholders shall be conducted in the same manner as shareholders' general meetings as far as possible. The provisions of the Articles of Association relating to any shareholders' general meeting shall apply to any meeting of the class shareholders.
58	6.8 Other than shareholders of other class shares, domestic shareholders and overseas listed foreign shareholders shall be deemed to be different classes of shareholders. The special procedures of approval by separate class shareholders shall not apply to the following circumstances: where the Company issues, upon approval by a Special Resolution of the shareholders' general meeting, either separately or concurrently once every twelve months, not more than twenty per cent. (20%) of each of the existing issued domestic shares and overseas listed foreign shares of the Company; or Where the Company's plan to issue domestic shares and overseas listed foreign shares on establishment is implemented within fifteen (15) months from the date of approval by the CSRC.	6.8 The special procedures of approval by separate class shareholders shall not apply to the following circumstances: where the Company issues, upon approval by a Special Resolution of the shareholders' general meeting, either separately or concurrently once every twelve months, not more than twenty per cent. (20%) of each of the existing issued domestic shares and overseas listed foreign shares of the Company; Where the Company's plan to issue domestic shares and overseas listed foreign shares on establishment is implemented within fifteen (15) months from the date of approval by the CSRC.
59	Chapter 7 General Meetings' Minutes and Keeping	Chapter 7 General Meetings' Minutes and Keeping
60	7.1 The secretary to the Board shall be responsible for the minutes of the shareholders' general meetings. The	7.1 The secretary to the Board shall be responsible for the minutes of the shareholders' general meetings. The

	minutes shall record the following contents: (1) The time, place, agenda, and name or alias of the convener of the meeting; (2) The name of the chairman of the meeting and those of the Directors, Supervisors, the secretary to the Board, the president, and other senior management personnel who attend the meeting as attendees and participants; (3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the percentage in terms of the total share capital of the Company; (4) The deliberation, key points, and poll results of every proposal; (5) Queries or recommendations of the shareholders and the corresponding response or explanation in relation thereto; (6) The names of lawyers, vote counters, and scrutineers; (7) Other contents that are required to be recorded into the minutes by the Articles of Association.	minutes shall record the following contents: (1) The time, place, agenda, and name or alias of the convener of the meeting; (2) The name of the chairman of the meeting and those of the Directors and senior management personnel who attend the meeting as participants; (3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the percentage in terms of the total share capital of the Company; (4) The deliberation, key points, and poll results of every proposal; (5) Queries or recommendations of the shareholders and the corresponding response or explanation in relation thereto; (6) The names of lawyers, vote counters, and scrutineers; (7) Other contents that are required to be recorded into the minutes by the Articles of Association.
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61	7.2 The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and the chairman of the meeting shall sign the minutes of the meeting, and ensure the meeting minutes are true, accurate and complete.	7.2 The Directors, secretary to the Board, convener or representative thereof, and the chairman of the meeting who attend the meeting as attendees or participants shall sign the minutes of the meeting, and ensure the meeting minutes are true, accurate and complete.
62	8.2 The shareholders' general meeting shall amend these Rules of Procedure in a timely manner in any of the following circumstances: (1) the relevant national laws, regulations or normative documents are amended, or new laws, regulations or normative documents are formulated and promulgated, and the matters provided for in these Rules of Procedure are in conflict with the provisions of the aforesaid laws, regulations or normative documents; (2) After the amendments to the Articles of Association, the matters stipulated herein become in conflict with the provisions of the Articles of Association.	8.2 The shareholders' general meeting shall amend these Rules of Procedure in a timely manner in any of the following circumstances: (1) the relevant national laws, regulations or normative documents are amended, or new laws, regulations or normative documents are formulated and promulgated, and the matters provided for in these Rules of Procedure are in conflict with the provisions of the aforesaid laws, regulations or normative documents; (2) After the amendments to the Articles of Association, the matters stipulated herein become in conflict with the provisions of the Articles of Association.
63	8.6 These Rules of Procedure shall be drafted by the Board as an appendix to the Articles of Association and shall come into effect on the date of approval of the shareholders' general meeting.	8.6 These Rules of Procedure shall be drafted by the Board as an appendix to the Articles of Association and shall come into effect on the date of approval of the shareholders' general meeting.

Appendix III Proposed Amendments to the Rules of Procedure for the Board of Directors

No.	Before amendments	After the proposed amendments
1	2.1 The Board is established by the Company and shall be responsible to the shareholders' general meeting. Directors shall be natural persons. A person who falls into any of the following circumstances shall not serve as a director of the Company: (1) civil incompetence or limited civil competence; (2) no more than five years have lapsed since termination of the execution period for penalty on a crime of corruption, bribery, encroachment of property, embezzlement of property or disrupting socialist economic order, or no more than five years have lapsed since termination of the execution period for deprivation of political rights due to committing a crime; (3) no more than three years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or manager and was personally liable for the bankruptcy; (4) no more than three years have lapsed since the date of cancellation of the business license and winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was personally liable; (5) a relatively large amount of	2.1 Directors of the Company shall be natural persons. A person who falls into any of the following circumstances shall not serve as a director of the Company: (1) civil incompetence or limited civil competence; (2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offense; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation or less than 2 years have elapsed since the date of the completion of probationary period if such person is on probation; (3) no more than three years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or manager and was personally liable for the bankruptcy; (4) no more than three years have lapsed since the date of cancellation of the business license and winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was

	personal debt is overdue but remains unpaid; (6) the person is currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed; (7) has been publicly identified as unsuitable for being a director of a listed company by the stock exchange and such barring period has not elapsed; (8) other circumstances specified by laws, administrative regulations or rules.	personally liable; (5) a relatively large amount of personal debt is overdue but remains unpaid and is designated by the People's Court as a dishonest person subject to enforcement; (6) the person is currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed; (7) has been publicly identified as unsuitable for being a director and senior management of a listed company by the stock exchange and such barring period has not elapsed; (8) other circumstances specified by laws, administrative regulations or rules.
2	2.2 The Board shall be composed of nine directors, including three independent directors, of which at least one accounting professional. The Board shall elect one Chairman and one Vice Chairman. Directors may also undertake the president position or other senior management positions of the Company. However, the number of directors that also undertake the president position or other senior management positions of the Company and that serve as employee representatives shall be not more than half but not less than one-third of the total number of directors.	2.2 The Board shall be composed of nine directors, including three independent directors, of which at least one accounting professional. The Board shall elect one Chairman and one Vice Chairman and have 1 employee representative Director. Directors who are employee representatives shall be democratically elected through the employee representative assembly, the employee assembly or other forms. Directors may also undertake the senior management positions of the Company. However, the number of directors that also undertake the senior management positions of the Company and that serve as employee representatives shall be not more than half but not less than one-third of the total number of directors.

3	2.3 Directors shall be elected or replaced by the general meeting and may be removed by the general meeting before his/her term of office expires. Each term of office of directors is three years, renewable upon re-election at its expiry. In the event that a director's term of office expires and is not re-elected in time, the existing Director shall continue to perform his/her duties in accordance with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association until the re-elected director assumes office. The Chairman and Vice Chairman shall be elected by a simple majority of votes of all directors. Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meetings may by Ordinary Resolution remove any Director whose term of office has not expired (however this will not prejudice any requests for compensation which may be raised pursuant to any contract). Directors are not required to hold shares in the Company.	2.3 Directors shall be elected or replaced by the general meeting and may be removed by the general meeting before his/her term of office expires. Each term of office of directors is three years, renewable upon re-election at its expiry. In the event that a director's term of office expires and is not re-elected in time, the existing Director shall continue to perform his/her duties in accordance with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association until the re-elected director assumes office. The Chairman and Vice Chairman shall be elected by a simple majority of votes of all directors. Directors are not required to hold shares in the Company.
4	2.4 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows: (1) not to abuse his/her position to accept bribes or other illegal income or misappropriate the	2.4 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall have a fiduciary obligation to the Company, take measures to avoid any conflict of interest with the Company and not utilize their positions to seek

	properties of the Company; (2) not to misappropriate the funds of the Company; (3) 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; (4) 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 in contravention of the provisions of the Articles of Association; (5) 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; (6) 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; (7) not to misappropriate commissions derived from transactions entered into by the Company; (8) not to disclose confidential information of the Company without authorization; (9) not to damage the interests of the Company by taking advantage of his/her connections with the Company; (10) other faithful obligations as required by the laws, administrative regulations, departmental rules and the	undue benefits. Directors shall perform the following fiduciary obligations to the Company that they: (1) shall not embezzle properties of the Company or misappropriate the corporate funds; (2) shall not deposit funds of the Company in accounts established under their respective name or the name of any other person; (3) shall not use the authority to take bribes or solicit other illegal incomes; (4) shall not directly or indirectly sign any contract or deal with the Company before reporting to the Board or the shareholders' general meeting and passing the resolution at the Board meeting or the shareholders' general meeting in accordance with the provisions of these Articles; (5) shall not, by taking advantage of their functions, obtain, whether for themselves or for others, such business opportunities that should have been procured by the Company, unless reported to the Board or the shareholders' general meeting and approved by a resolution of the shareholders' general meeting, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of these Articles; (6) shall not engage in any type of business which is the same as or similar to that of the Company whether for themselves or for others without reporting to the Board or the shareholders' general meeting and passing a resolution at the shareholders' general meeting;
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	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.	(7) shall not personally accept commissions derived from others for transactions with the Company; (8) not to disclose confidential information of the Company without authorization; (9) not to damage the interests of the Company by taking advantage of his/her connections with the Company; (10) other faithful obligations as required by the laws, administrative regulations, departmental 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. The provisions in clause (4) of the second paragraph of this Article shall apply to contracts or transactions entered into by close relatives of Directors or the senior management, enterprises directly or indirectly controlled by Directors or the senior management or their close relatives, and associates with whom Directors or the senior management have other related relationships.
5	2.5 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they: (1) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company	2.5 Directors shall comply with applicable laws, administrative regulations and these Articles, and shall fulfill the obligations of diligence to the Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company. Directors shall perform the following responsibilities of diligence to the Company that

	comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license; (2) shall treat all shareholders fairly; (3) shall stay abreast of the operations and management of businesses of the Company; (4) shall provide signatory confirmation for the securities issuance documents and periodic reports of the Company; ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate, and complete; in the event that the truthfulness, accuracy, completeness of the securities issuance documents cannot be guaranteed or there exists disagreement, they shall express their opinions and state reasons in the written confirmation which the Company should disclose. If the Company does not disclose, directors, supervisors and senior management personnel may directly apply for disclosure; (5) shall truthfully provide relevant information and data to the Supervisory Committee, and shall not obstruct the Supervisory Committee or Supervisors from performing their duties; (6) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental regulations, and these Articles.	they: (1) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license; (2) shall treat all shareholders fairly; (3) shall stay abreast of the operations and management of businesses of the Company; (4) shall provide signatory confirmation for the securities issuance documents and periodic reports of the Company; ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate, and complete; in the event that the truthfulness, accuracy, completeness of the securities issuance documents cannot be guaranteed or there exists disagreement, they shall express their opinions and state reasons in the written confirmation which the Company should disclose. If the Company does not disclose, directors and senior management personnel may directly apply for disclosure; (5) shall truthfully provide relevant information and data to the Audit Committee, and shall not obstruct the Audit Committee from performing their duties; (6) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental regulations, and these Articles.
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6	2.6 In the event that the directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, they shall be deemed to be unable to perform their duties. The Board shall propose to the shareholders' general meeting for a replacement of the Director. Directors shall make a written statement and disclose it to the public in any of the following circumstances: (1) Fail to attend the Board meeting in person on two consecutive occasions; (2) Fail to attend the Board meeting in person more than one half of the total number of the Board meetings during the twelve consecutive months of the term of office. In the event that independent directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, the Board shall propose to convene a general meeting to remove the independent director from office within thirty days from the date of such occurrence.	2.6 In the event that the directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, they shall be deemed to be unable to perform their duties. The Board shall propose to the shareholders' general meeting for a replacement of the Director. Directors shall make a written statement and disclose it to the public in any of the following circumstances: (1) Fail to attend the Board meeting in person on two consecutive occasions; (2) Fail to attend the Board meeting in person more than one half of the total number of the Board meetings during the twelve consecutive months of the term of office. In the event that independent directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, the Board shall propose to convene a general meeting to remove the independent director from office within thirty days from the date of such occurrence.
7	2.7 Directors may request to resign prior to the expiration of their term of office. The resigning director shall submit a written resignation report to the Board. In the event the number of members of the Board of the Company is less than the	2.7 Directors may resign prior to the expiration of their term of office. The resigning director shall submit a written resignation report to the Company. The resignation shall take effect on the day when the Company receives the resignation report, and the Company shall disclose the relevant information within 2

	minimum number required by law as a result of resignation of any Director, the existing Directors shall perform their duties as directors in accordance with relevant provisions of laws, administrative regulations, departmental rules and Articles of Association before the newly elected Directors take office. If the resignation of an independent director results in the number of independent directors being less than one-third of the members of the Board, or if the proportion of independent directors on specialized committees does not meet the requirements, or if there is no accounting professional among the independent directors, the resignation report of the independent director shall not take effect until the next independent director fills the vacancy created by his/her resignation. Before the resignation report takes effect, the independent director who intends to resign shall still continue to perform his/ her duties in accordance with the relevant laws, administrative regulations and the Articles of Association. Other than the circumstance mentioned in the foregoing paragraph, the resignation of Directors shall be effective immediately upon the service of the resignation report on the Board. In the case of the circumstance mentioned in the foregoing paragraph, the Company shall complete the by-election within sixty days from the date of the occurrence	business days. In the event the number of members of the Board of the Company is less than the minimum number required by law as a result of resignation of any Director, the existing Directors shall perform their duties as directors in accordance with relevant provisions of laws, administrative regulations, departmental rules and Articles of Association before the newly elected Directors take office. If the resignation of an independent director results in the number of independent directors being less than one-third of the members of the Board, or if the proportion of independent directors on specialized committees does not meet the requirements, or if there is no accounting professional among the independent directors, the independent director who intends to resign shall continue to perform his/her duties until a new independent director is appointed. In the case of the circumstance mentioned in the foregoing paragraph, the Company shall complete the by-election within sixty days from the date of the occurrence of the preceding fact. Upon coming into effect of his resignation or expiry of his term of office, a Director shall complete his hand-over procedures with the Board in entirety. The fiduciary duties of a Director to the Company and the shareholders do not necessarily cease upon termination of his/her term of
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	of the preceding fact.	office, and remain valid for the reasonable period as stipulated in Article 14.02 of the Articles of Association. Responsibilities that a director shall assume due to performance of his duties during his term of office shall not be exempted or terminated due to his separation from the Company. The shareholders' general meeting may remove any Director through resolutions, effective as of the date when the resolutions take effect. Where a Director is terminated before expiration of his/her term of office without justifiable reasons, the Director may demand indemnification from the Company.
8		2.8 Any director shall not act as an individual on behalf of the Company or the Board unless as provided by the Articles of Association or legally authorized by the Board. In circumstances where a Director is acting as an individual and a third party may reasonably believe that the Director is acting on behalf of the Company or the Board, the Director shall make a prior statement specifying his position and capacity.
9	2.8 Directors shall be liable for compensation if the Company incurred any losses due to violations of applicable provisions of laws, administrative regulations, department rules or Articles of Association on the part of the Directors in performing their duties.	2.9 If a Director, in the performance of his/her duties, causes damage to others, the Company will be liable for compensation; the Director shall also be liable for compensation if there is intentionality or gross negligence on his/her part. Directors shall be liable for compensation if the Company incurred any losses due to violations of applicable provisions of laws, administrative regulations,

		department rules or Articles of Association on the part of the Directors in performing their duties.
10	3.1 The Board shall be responsible to the shareholders' general meeting and shall perform the following duties and powers: (1) to be responsible for convening the shareholders' general meetings and reporting on its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meetings; (3) to decide on the business plans and investment proposals of the Company; (4) to formulate the proposed annual financial budget and final accounts of the Company; (5) to formulate the Company's profit distribution plan and plan for recovery of losses; (6) to formulate the Company's proposals for increases in or reductions of the Company's registered capital and the issue of bonds or other securities and plans for listing of the Company; (7) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or changing of the form of the Company; (8) to determine on establishment of the internal management structure of the Company; (9) to determine on matters relating to purchase or sale of major assets, asset mortgage, provision of guarantees, connected transactions and external donations within the scope of	3.1 The Board shall perform the following duties and powers: (1) to be responsible for convening the shareholders' general meetings and reporting on its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meetings; (3) to decide on the business plans and investment proposals of the Company; (4) to formulate the Company's profit distribution plan and plan for recovery of losses; (5) to formulate the Company's proposals for increases in or reductions of the Company's registered capital and the issue of bonds or other securities and plans for listing of the Company; (6) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or changing of the form of the Company; (7) to determine on establishment of the internal management structure of the Company; (8) to determine on matters relating to purchase or sale of major assets, asset mortgage, provision of guarantees, connected transactions and external donations within the scope of authority conferred by the shareholders' general meetings; (9) subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the

	authority conferred by the shareholders' general meetings; (10)subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to determine on matters relating to the Company's (including any Subsidiary controlled by it) investment and entrusted financing for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorize the Chairman or Subsidiaries controlled by the Company to determine on such matters within the scope of the authorization by establishing a comprehensive system, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed; (11)to formulate proposals for amendments to the Articles of Association; (12)to decide on the engagement or dismissal of the Company's President, Secretary to the Board and other senior management and determine their remuneration and matters related to reward and punishment, to decide on the engagement or dismissal of the Company's CFO, Vice Presidents, Chief Engineers, and other senior management personnel of the Company in accordance with the nominations provided by the CEO and the President, and determine on matters of remuneration, reward and punishment of such persons; (13)to formulate the basic management system of the	Company to determine on matters relating to the Company's (including any Subsidiary controlled by it) investment and entrusted financing for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorize the Chairman or Subsidiaries controlled by the Company to determine on such matters within the scope of the authorization by establishing a comprehensive system, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed; (10)to formulate proposals for amendments to the Articles of Association; (11)to decide on the engagement or dismissal of the Company's President, Secretary to the Board and other senior management and determine their remuneration and matters related to reward and punishment, to decide on the engagement or dismissal of the Company's CFO, Vice Presidents, Chief Engineers, and other senior management personnel of the Company in accordance with the nominations provided by the CEO and the President, and determine on matters of remuneration, reward and punishment of such persons; (12)to formulate the basic management system of the Company; (13)to deal with information disclosures of the Company; (14)to decide on the engagement of sponsors; (15)to formulate the share incentive
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Company; (14)to deal with information disclosures of the Company; (15)to decide on the engagement of sponsors; (16)to formulate the share incentive schemes and employee shareholding schemes of the Company; (17)to listen to the work report of the President of the Company and to inspect the work of the President; (18)to propose to the shareholders' general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by Articles of Association; (19)to determine on the salary standard, benefits and bonuses plan of the Company; (20)to determine the format of specialized committees, and to engage and dismiss relevant personnel; (21)other authorities given by the laws, administrative regulations, departmental rules and regulations and the Articles of Association. Resolutions for connected transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors. Matters beyond the scope of authority conferred by the general meetings shall be submitted to the general meeting for consideration and approval. Each type of statutory functions and powers of the Board shall be exercised collectively by the Board, and shall not be delegated to be exercised by others, nor be	schemes and employee shareholding schemes of the Company; (16)to listen to the work report of the President of the Company and to inspect the work of the President; (17)to propose to the shareholders' general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by Articles of Association; (18)to determine on the salary standard, benefits and bonuses plan of the Company; (19)to determine the format of specialized committees, and to engage and dismiss relevant personnel; (20)other authorities given by the laws, administrative regulations, departmental rules and regulations and the Articles of Association or shareholders' general meeting. Resolutions for connected transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors. Matters beyond the scope of authority conferred by the general meetings shall be submitted to the general meeting for consideration and approval. Each type of statutory functions and powers of the Board shall be exercised collectively by the Board, and shall not be delegated to be exercised by others, nor be modified or deprived by means of the Articles of Association or the resolutions of general meeting. Other functions and powers of the Board specified in
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	modified or deprived by means of the Articles of Association or the resolutions of general meeting. Other functions and powers of the Board specified in the Articles of Association that involve material businesses and matters shall be determined collectively and shall not be delegated to be exercised individually by the Chairman, the President or other entities.	the Articles of Association that involve material businesses and matters shall be determined collectively and shall not be delegated to be exercised individually by the Chairman, the President or other entities.
11	3.2 The Board of the Company shall account to the shareholders' general meeting for the non-standard audit opinions issued by the registered accountant with regard to the financial reports of the Company.	3.2 The Board of the Company shall account to the shareholders' general meeting for the non-standard audit opinions issued by the registered accountant with regard to the financial reports of the Company.
12	3.3 Subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to exercise the following rights with regard to matters of purchase and sale of assets, provision of guarantees and so forth: (1) to determine on matters of purchase and sale of major assets by the Company (including Subsidiaries controlled by it) for each year that in each case do not exceed 30% of the latest audited total assets of the Company; (2) matters of provision of guarantees by and mortgage of assets of the Company shall require the approval of over two-thirds of all the directors present at the Board meeting and the approval of over two-thirds of all the independent directors; besides, matters of provision of guarantees as	3.3 Subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to exercise the following rights with regard to matters of purchase and sale of assets, provision of guarantees and so forth: (1) to determine on matters of purchase and sale of major assets by the Company (including Subsidiaries controlled by it) for each year that in each case do not exceed 30% of the latest audited total assets of the Company; (2) matters of provision of guarantees by and mortgage of assets of the Company shall require the approval of over two-thirds of all the directors present at the Board meeting and the approval of over two-thirds of all the independent directors; besides, matters of provision of guarantees as

	stipulated in Article 6.03 of the Articles of Association shall be submitted to the shareholders' general meeting for approval upon agreement of the Board in accordance with this provision.	stipulated in Article 7.03 of the Articles of Association shall be submitted to the shareholders' general meeting for approval upon agreement of the Board in accordance with this provision.
13	3.4 The Chairman shall exercise the following functions and authorities: (1) to preside over the shareholders' general meeting and convene and preside over Board meeting; (2) to organize the implementation of the responsibilities of the Board, and to supervise the implementation of Board resolutions; (3) to sign the Company's shares, corporate bonds and other valuable securities; (4) to sign major documents of the Board and other documents which require signature by the legal representative of the Company; (5) to exercise the powers of the legal representative; (6) to be responsible for jobs relating to the Company's strategy research and management, corporate culture building as well as auditing; (7) to hold the final approval rights for major decisions of the Company (including Subsidiaries of the Company) regarding finance and human resources (the engagement and dismissal of mid-level management staff, the proposal for the engagement and dismissal of senior management personnel); (8) in case of major natural disaster or other circumstances of force majeure, to exercise special management of matters of the Company in accordance with laws, regulations, and the	3.4 The Chairman shall exercise the following functions and authorities: (1) to preside over the shareholders' general meeting and convene and preside over Board meeting; (2) to organize the implementation of the responsibilities of the Board, and to supervise the implementation of Board resolutions; (3) to sign the Company's shares, corporate bonds and other valuable securities; (4) to sign major documents of the Board and other documents which require signature by the legal representative of the Company; (5) to exercise the powers of the legal representative; (6) to be responsible for jobs relating to the Company's strategy research and management, corporate culture building as well as auditing; (7) to hold the final approval rights for major decisions of the Company (including Subsidiaries of the Company) regarding finance and human resources (the engagement and dismissal of mid-level management staff, the proposal for the engagement and dismissal of senior management personnel); (8) in case of major natural disaster or other circumstances of force majeure, to exercise special management of matters of the Company in accordance with laws, regulations, and the

	interests of the Company, and subsequently to report to the Board and the shareholders' general meeting; (9) other powers authorized by the Board.	interests of the Company, and subsequently to report to the Board and the shareholders' general meeting; (9) other powers authorized by the Board.
14	3.5 The Board shall establish such specialized committees as the Nomination Committee, Strategy Committee, Audit Committee, Remuneration and Assessment Committee, etc. All specialized committees are responsible to the board, and perform their duties in accordance with the Articles of Association and the Board's authorization. Proposals should be submitted to the Board of for deliberation and decision. All such committees shall consist of directors, and members of the Audit Committee are directors who do not serve as senior management of the Company. The majority of the members of the Audit Committee, Nomination Committee and Remuneration and Assessment Committee shall be independent directors, who shall convene the meetings of such committees. The convener of the Audit Committee shall be an accounting professional.	3.5 The Board shall establish an Audit Committee to exercise the powers of the supervisory board as stipulated in the Company Law. The Audit Committee shall consist of three members who are directors not serving as senior management of the Company, including two independent directors, with the convener being an accounting professional among the independent directors. The Board shall establish such specialized committees as the Nomination Committee, Strategy Committee, and Assessment Committee, etc. These committees perform their duties in accordance with the Articles of Association and the Board's authorization. Proposals should be submitted to the Board for deliberation and decision. All such committees shall consist of directors. The majority of the members of the Nomination Committee and Remuneration and Assessment Committee shall be independent directors, and independent directors should serve as the convenors of these committees. However, if the relevant competent department of the State Council has other provisions regarding the convenors of the special committees, such provisions shall prevail.
15	4.3 The Board shall convene an extraordinary meeting in any of	4.3 The Board shall convene an extraordinary meeting in any of

	the following situations: 4.3.1 if proposed by shareholders representing more than 10% of the voting rights; 4.3.2 if jointly proposed by more than one-third of the directors; 4.3.3 if proposed by more than one-half of the independent directors; 4.3.4 if proposed by the Supervisory Committee; 4.3.5 if deemed necessary by the Chairman; 4.3.6 if proposed by the President; 4.3.7 if required by the securities regulatory department; 4.3.8 other circumstances specified in the Articles of Association.	the following situations: (1) if proposed by shareholders representing more than 10% of the voting rights; (2) if jointly proposed by more than one-third of the directors; (3) if proposed by more than one-half of the independent directors; (4) if proposed by the Audit Committee; (5) if deemed necessary by the Chairman; (6) if proposed by the President; (7) if required by the securities regulatory department; (8) other circumstances specified in the Articles of Association.
16	5.1 To convene regular and extraordinary meetings of the Board, the Secretary of the Board shall arrange the office of the Secretary of the Board to notify the notice of the meeting 10 days prior thereto and submit them to all directors, supervisors and the president in accordance with ways stipulated in Article 5.2 of these Rules of Procedure, of which the regular meetings of the Board shall be notified 14 days prior thereto. If the specialized committees of the Board hold a meeting, the Company shall in principle provide relevant materials and information no later than three days before the meeting of the specialized committees.	5.1 To convene regular and extraordinary meetings of the Board, the Secretary of the Board shall arrange the office of the Secretary of the Board to notify the notice of the meeting 10 days prior thereto and submit them to all directors and the president in accordance with ways stipulated in Article 5.2 of these Rules of Procedure, of which the regular meetings of the Board shall be notified 14 days prior thereto. If the specialized committees of the Board hold a meeting, the Company shall in principle provide relevant materials and information no later than three days before the meeting of the specialized committees.
17	5.2 The notice of regular and extraordinary meetings of the Board can be served in one of the following ways: 5.2.1 send by special person; 5.2.2 fax;	5.2 The notice of regular and extraordinary meetings of the Board can be served in one of the following ways: (1) send by special person; (2) fax;

	5.2.3 email.	(3) email.
18	5.5 The notice of meetings shall be written in Chinese which include topics of meetings. Provide English version if necessary.	5.5 The notice of meetings shall be written in Chinese which includes agenda and topics of meetings. Provide English version if necessary.
19	5.6 The notice of Board meeting shall include the following details: 5.6.1 date and venue of the meeting; 5.6.2 meeting period; 5.6.3 particulars of matters and resolutions to be considered at the meeting; 5.6.4 the date of notification	5.6 The notice of Board meeting shall include the following details: (1) date and venue of the meeting; (2) meeting period; (3) particulars of matters and resolutions to be considered at the meeting; (4) the date of notification
20	6.1 Procedures for convening and presiding meetings of the Board: Meetings of the Board shall be convened and presided by the Chairman. The Vice Chairman shall perform the duties if the Chairman is unable or fails to perform his duties; if the Vice Chairman is unable or fails to perform his duties, a Director shall be proposed jointly by more than half of all the Directors to perform such duties.	6.1 Procedures for convening and presiding meetings of the Board: Meetings of the Board shall be convened and presided by the Chairman. The Vice Chairman shall perform the duties if the Chairman is unable or fails to perform his duties; if the Vice Chairman is unable or fails to perform his duties, a Director shall be proposed jointly by more than half of all the Directors to perform such duties.
21	6.3 Participations of the Board shall include: (1) all directors; (2) The President and the Secretary of the Board shall attend the Board meeting as non-voting participants; (3) Supervisors shall attend the Board meetings as non-voting participants;	6.3 Participations of the Board shall include: (1) all directors; (2) The President and the Secretary of the Board shall attend the Board meeting as non-voting participants; If necessary deemed by the presider of the Board meeting, he/she shall notify other relevant

	If necessary deemed by the presider of the Board meeting, he/she shall notify other relevant person to attend the Board meeting as non-voting participants.	person to attend the Board meeting as non-voting participants.
22	6.4 Directors shall attend Board meetings in person in principle. If a director is unable to attend a Board meeting due to whatever reasons, he/she shall review meeting materials in advance to form a clear opinion, and appoint another director in writing to attend on his/her behalf. The form of entrustment shall state: (1) the name and ID number of the appointer and proxy; (2) the reason why the appointer cannot attend the meeting; (3) the scope of the appointer's authorization and instructions on voting on proposals; (4) the signature and date of the appointer and proxy. The proxy shall submit a written form of entrustment to the meeting presider and state the entrusted attendance in the meeting registration book.	6.4 Directors shall attend Board meetings in person in principle. If a director is unable to attend a Board meeting due to whatever reasons, he/she shall review meeting materials in advance to form a clear opinion, and appoint another director in writing to attend on his/her behalf. The form of entrustment shall state: (1) the name and ID number of the appointer and proxy; (2) the reason why the appointer cannot attend the meeting; (3) the matters to be handled, the scope of the appointer's authorization, the validity period and instructions on voting on proposals; (4) the signature or seal and date of the appointer and proxy. The proxy shall submit a written form of entrustment to the meeting presider and state the entrusted attendance in the meeting registration book. Any Director acting as a proxy in attending a Board meeting shall exercise the right of the authorizing Director within the scope of authority as set out in the power of attorney. In the event that no proxy is appointed by the absent Director to attend a Board meeting, the absent Director shall be deemed to have waived his right to vote at such a meeting.
23	6.6 The convening of Board	6.6 The convening of Board

	meetings is based on the principle of physical meeting. If necessary, with the premise of ensuring that directors can fully express their opinions and the consent of the convener (presider), it shall also be held by video, telephone, or signing a written resolution. Board meetings shall also be convened on-site simultaneously with other methods. If not held on-site, the number of directors present at the meeting shall be calculated by directors who shown by video and expressed their opinions during the telephone conference, and the actual receipt of valid votes such as fax or e-mail within the prescribed time limit. Directors should be deemed to attend Board meetings in person in the event that any directors attend Board meetings through telephone, video or other electronic communication facilities, and that all directors participating in the meeting can talk to each other.	meetings is based on the principle of physical meeting. If necessary, with the premise of ensuring that directors can fully express their opinions and the consent of the convener (presider), it shall also be held by video, telephone, or signing a written resolution. Board meetings may also be held by a combination of on-site and other electronic communication methods. If not held on-site, the number of directors present at the meeting shall be calculated by directors who shown by video and expressed their opinions during the telephone conference, and the actual receipt of valid votes such as fax or e-mail within the prescribed time limit. Directors should be deemed to attend Board meetings in person in the event that any directors attend Board meetings through telephone, video or other electronic communication facilities, and that all directors participating in the meeting can talk to each other.
24	7.10 Directors shall avoid voting on relevant proposals in case of any following circumstances: (1) The situation that directors should avoid voting which is stipulated by Listing Rules of the Stock Exchange; (2) The situation that directors think themselves should avoid voting;	7.10 Directors shall avoid voting on relevant proposals in case of any following circumstances: (1) The situation that directors should avoid voting which is stipulated by Listing Rules of the Stock Exchange; (2) The situation that directors think themselves should avoid voting;

	(3) The situation that directors should avoid voting because of their association with the Company involved in the meeting proposal which is stipulated by the Articles of Association. In the case of directors avoiding voting, relevant Board meetings can be held when more than half of unrelated directors are present, and resolutions shall be passed by more than half of unrelated directors. If the number of unrelated directors present at the meeting is less than three, directors shall not vote on relevant proposals which shall submit to the shareholders' general meeting for consideration.	(3) Other circumstances where a director is required to abstain from voting as stipulated in the Company's Articles of Association due to an association with the enterprise or individual involved in the matter under discussion at the meeting. In the case of directors avoiding voting, relevant Board meetings can be held when more than half of unrelated directors are present, and resolutions shall be passed by more than half of unrelated directors. If the number of unrelated directors present at the meeting is less than three, directors shall not vote on relevant proposals which shall submit to the shareholders' general meeting for consideration.
25	7.11 The Board shall act strictly accordance with the authorization of the shareholders' general meeting and the Articles of Association, and shall not forming resolutions exceeding its power.	7.11 The Board shall act strictly accordance with the authorization of the shareholders' general meeting and the Articles of Association, and shall not forming resolutions exceeding its power.
26	8.1 The Secretary of the Board shall arrange for the staff of the office of the Secretary of the Board of to take minutes of Board meetings. The minutes of Board meetings shall include the followings: (1) session, time, venue and methods of Board meetings; (2) convener and presider of Board meetings; (3) directors attending Board meetings and directors appointed by others to attend Board meetings; (4) notes on procedures and status	8.1 The Secretary of the Board shall arrange for the staff of the office of the Secretary of the Board of to take minutes of Board meetings. The minutes of Board meetings shall include the followings: (1) session, date, venue and methods of Board meetings; (2) convener and presider of Board meetings; (3) names of Directors in attendance and names of Directors authorized to attend the Board meeting on behalf of others;

	of Board meetings; (5) proposals reviewed by Board meetings; main points and main opinions of each director's statement for each resolution and results of voting; (6) the method and results of voting for each proposal (State the specific number of votes for consent, opposition and abstention); (7) other matters deemed necessary by directors attending meetings.	(4) notes on procedures and status of Board meetings; (5) proposals reviewed by Board meetings; main points and main opinions of each director's statement for each resolution and results of voting; (6) the method and results of voting for each proposal (State the specific number of votes for consent, opposition and abstention); (7) other matters deemed necessary by directors attending meetings.
27	9.1 The Board shall promptly a revised draft of these rules and submit it to the shareholders' general meeting for consideration in any of the following situations: 9.2.1 a situation that the matters stipulated in these Rules of Procedure conflict with the provisions of the laws, regulations or regulatory documents after the revision of relevant national laws, regulations or regulatory documents, or the formulation and promulgation of new laws, regulations or regulatory documents; 9.2.2 a situation that the matters stipulated in the Rules of Procedure conflict with the provisions of the Articles of Association after they are revised; 9.2.3 the Board or general meeting of shareholders propose to amend Rules of Procedure.	9.1 The Board shall promptly a revised draft of these rules and submit it to the shareholders' general meeting for consideration in any of the following situations: (1) a situation that the matters stipulated in these Rules of Procedure conflict with the provisions of the laws, regulations or regulatory documents after the revision of relevant national laws, regulations or regulatory documents, or the formulation and promulgation of new laws, regulations or regulatory documents; (2) a situation that the matters stipulated in the Rules of Procedure conflict with the provisions of the Articles of Association after they are revised; (3) the Board or general meeting of shareholders propose to amend Rules of Procedure.
28	9.5 The Rules of Procedure is prepared by the Board as an annex to the Articles of Association, and will be implemented on the date of approval by the general meeting	9.5 The Rules of Procedure is prepared by the Board as an annex to the Articles of Association, and will be implemented on the date of approval by the general meeting

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