無錫盛力達科技股份有限公司
WUXI SUNLIT SCIENCE AND TECHNOLOGY COMPANY LIMITED

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

The Articles of Association of Wuxi Sunlit Science and Technology Company Limited

Passed by the special resolution at the extraordinary general meeting on August 11th 2013
Amended by extraordinary general meeting on December 21st 2013
Amended by meeting of the Board of Directors on April 10th 2014
Amended by 2014 annual general meeting on June 19th 2015
Amended by 2015 extraordinary general meeting on November 6th 2015
Amended by 2016 annual general meeting on June 7th 2016
Amended by 2022 annual general meeting on June 17th 2022
Amended by 2023 annual general meeting on June 9th 2023
Amended by extraordinary general meeting on February 26th 2024
Amended by annual general meeting on June 26th 2026

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Wuxi Sunlit Science and Technology Company Limited

Articles of Association

Chapter 1: General Provisions

Article 1.1 The Articles of Association (hereinafter referred to as the "Articles") formulated are in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law") (effective 1 July 2024), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), Guidelines on the Articles of Association of Listed Company (2025 Revision) (hereinafter referred to as "Guidelines on Articles of Association"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (hereinafter referred to as the "Trial Measures") and other laws, administrative regulations and rules, for the purpose of protecting the legitimate rights and interests of the Company, shareholders, employees and creditors, and regulating the organization and activities of the Company. Article 1 of Guidelines on Articles of Association

Wuxi Sunlit Science and Technology Company Limited (the "Company") is a joint stock limited liability company duly incorporated in the People's Republic of China in accordance with the Company Law, Securities Law and other relevant laws and regulations Article 1 of Mandatory Provisions

The Company was promoted and established through fully transforming from its predecessor company Wuxi Sunlit Machinery & Engineering Company Limited, and was registered with, and has obtained a business license from, Administration for Industry and Commerce of Wuxi, Jiangsu Province on 24 July 2012. The Company's unified social credit code is 91320200785959333M. Article 2 of Guidelines on Articles of Association

The promoters of the Company are: Zhang Degang, Zhang Deqiang, Zhang Jinghua, Wuxi Shunxin Investment Enterprise (Limited Partnership), Shanghai Yudao Tiansui Investment Development Center (Limited Partnership), Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership), Huaxuan (Shanghai) Equity Investment Fund Company Limited, Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership), Shanxi Xinjian Industrial Development Company Limited, Zuoli Holdings Group Company Limited, Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership), Shanghai Zhongjing Investment Partnership (Limited Partnership) and Shanghai Fengyao Investment Partnership (Limited Partnership).

Article 1.2	On 19 March 2014, with the approval of the CSRC, the Company issued 32,000,000 overseas-listed foreign shares (H shares) to overseas investors for the first time, and was listed on the Main Board of The Stock Exchange of Hong Kong Limited on 11 November 2014.	
Article 1.2	The Company's registered names Chinese Name: 無錫盛力達科技股份有限公司 English Name: Wuxi Sunlit Science and Technology Co., Ltd.	Article 2 of Mandatory Provisions Article 4 of Guidelines on Articles of Association
Article 1.3	The registered address of the Company: 1 YanXin Road East, Huishan Economic Development Zone, Wuxi City Postal Code: 214174 Telephone number: (86) 510 83760568 Facsimile number: (86) 510 83760060	Article 3 of Mandatory Provisions Article 5 of Guidelines on Articles of Association Article 4 of Mandatory Provisions
Article 1.5	The registered capital of the Company is RMB128 million.	Article 8 of Guidelines on Articles of Association
Article 1.4	The Company's legal representative shall be the director who carries out the Company's affairs on behalf of the Company.	Article 5 of Mandatory Provisions
Article 1.5	The Company is a perpetually existing joint-stock limited liability company, an independent legal person under the governance and protection by the laws, regulations and other relevant rules of the Peoples' Republic of China.	Article 7 of Guidelines on Articles of Association
Article 1.6	The capital of the Company shall be divided into shares and each share shall have equal value. The respective liability of the shareholders shall be limited to the shares subscribed for by them. The Company shall be held liable for its debts with all its assets.	Article 3 of Company Law Article 9 of Guidelines on Articles of Association
Article 1.7	The Articles were adopted by a special resolution at the shareholders' general meeting and approved by the competent authorities. The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles. The Articles shall become a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.	Article 6 of Mandatory Provisions

Article 1.8	The Articles shall be binding upon the Company and its shareholders, directors, supervisors, general manager and deputy general managers and other senior management officers. All the above persons may make claims related to matters of the Company in accordance with the Articles. A shareholder may take action against the Company pursuant to the Articles of Association and vice versa. A shareholder may also take action against another shareholder, the directors, supervisors, general manager, deputy general managers and other senior management officers of the Company pursuant to the Articles of Association. The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.	Article 7 of Mandatory Provisions Article 10 of Guidelines on Articles of Association
Article 1.9	The Company may invest in other limited liability enterprises and joint stock limited liability enterprises and shall be held responsible for the enterprises in which the company has invested within the limitation of the amount of the Company's capital contribution. Unless otherwise provided by law, the Company shall not become an investor that shall bear several and joint liabilities for the debts of the enterprises it invests in.	Article 15 of Company Law Article 8 of Mandatory Provisions
Article 1.10	Senior management officers referred to in the Articles of Association shall mean the Company's general manager, deputy general manager, financial controller, secretary to the board of directors and other persons stipulated in the Articles of Association of the Company.	Article 216 of Company Law Article 11 of Guidelines on Articles of Association

Chapter 2: Mission and Scope of Business

Article 2.1 The mission of the Company is to be market -oriented and establish a modern enterprise system and to bring value to the customers, create return for the shareholders and fulfill social obligation by taking advantage of the advanced technology and innovations in product application.

Article 9 of Mandatory Provisions
Article 12 of Guidelines on Articles of Association

Article 2.2 The Company's scope of business includes: general items: machinery and equipment research and development; software development; research and development of offshore wind power related systems; research and development of new material technology; promotion services of new material technology; manufacturing of devices for industrial automatic control system; manufacture of special equipment (excluding manufacture of licensed professional equipment); manufacturing of new energy primary equipment; manufacturing of PV equipment and components; manufacturing of smart-based manufacturing equipment; manufacturing of electric power facilities and equipment; mechanical and electrical equipment manufacturing; processing of mechanical parts and components; sale of machinery and equipment; sale of mechanical and electrical equipment; sale of electrical equipment; sale of mechanical parts and components; general machinery and equipment installation services; sale of metal forming machine tools; sale of new energy primary equipment; sale of PV equipment and components; sale of solar thermal power generation equipment; sale of equipment related to offshore wind power; sale of intelligent material handling equipment; sale of smart-based manufacturing equipment; sale of electric power facilities and equipment; biomass energy technology services; intelligent control system integration; environmental protection consultation services; energy-saving management services; power generation technical services; technical service, technical development, technical consultation, technical exchange, technology transfer, technology promotion; engagement in investment activities with self-owned funds; mechanical equipment leasing; photovoltaic power generation equipment leasing; non-residential real estate leasing; technology import and export; import and export of goods. (Except for items that require approval in accordance with the law, business activities are carried out independently with business licenses in accordance with the law).

Article 10 of Mandatory Provisions
Article 13 of Guidelines on Articles of Association

The business scope as approved by the State Administration for Market Regulation will be final and valid. The Company can adjust its business scope and practice and sets up subsidiaries, branches and offices in China and abroad (whether or not it is wholly owned) according to the changes of the market and its own business needs.

Chapter 3: Shares and Registered Capital

Article 11 of Mandatory Provisions

Paragraph 9 of Appendix 3 to the Main Board Listing Rules

Article 3.1 Shareholding in the Company shall be by way of shares.

All shares issued by the Company shall take the form of stocks with par value, which shall be RMB1 for each share.

Article 14 of Guidelines on Articles of Association

Issuing of company shares shall adopt an open, fair and just principle. Shares of the same class shall have equal rights.

Article 15 of Guidelines on Articles of Association

During the issuance of the same class of shares, each share shall have the same conditions of issuance and price. Any such share subscribed by any entity or individual should charge the same price.

Article 12 of Mandatory Provisions

Article 16 of Guidelines on Articles of Association

Article 13 of Mandatory Provisions

Article 3.2 The Company may issue shares to investors inside the People's Republic of China and to investors outside the People's Republic of China but shall file with the China Securities Regulatory Commission (hereinafter referred to as the "CSRC").

For the purposes of the preceding paragraph, the term "investors outside the People's Republic of China" shall refer to investors from foreign countries or from Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company, and the term "investors inside the People's Republic of China" shall refer to investors inside the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

Article 14 of Mandatory Provisions

Article 3.3 The shares issued by the Company to investors inside the People's Republic of China and to be subscribed for in Renminbi shall be referred to as "domestic shares". Shares issued by the Company to investors outside the People's Republic of China and to be subscribed in a foreign currency shall be referred to as "foreign shares". "Foreign shares" listed and traded on overseas stock exchange are referred to as "overseas-listed foreign invested shares".

Overseas-listed foreign invested shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". H Shares are shares which have been admitted for listing on the HK Stock Exchange, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares may also be listed on the stock exchanges within the United States in the form of American Depository Receipts.

Article 3.4 On July 24th 2012, the Company was converted into a joint stock limited company issuing a sum of 96,000,000 ordinary shares which were subscribed for and held by the promoters of the Company. The details of the shareholding are as follows:

Article 15 of Mandatory Provisions
Article 18 of Guidelines on Articles of Association
Article 81 (IV), (V) of Company Law
Article 19 of Guidelines on Articles of Association

No	Name of Promoters	Number of Shares *(0'000 shares)*	Proportion of Total Share Capital *(%)*	Contribution Method
1	Zhang Degang	4,322.1504	45.02	Net asset
2	Zhang Deqiang	2,998.3104	31.23	Net asset
3	Zhang Jinghua	402.7392	4.20	Net asset
4	Shanghai Yudao Tiansui Investment Development Center (Limited Partnership)	480	5.00	Net asset
5	Wuxi Shunxin Investment Enterprise (Limited Partnership)	441.60	4.60	Net asset
6	Huaxuan (Shanghai) Equity Investment Fund Company Limited	192	2.00	Net asset
7	Zuoli Holdings Group Company Limited	192	2.00	Net asset
8	Shanghai Anfuda Equity Investment Fund Partnership (Limited Partnership)	120	1.25	Net asset
9	Shanghai Fengyao Investment Partnership (Limited Partnership)	115.20	1.20	Net asset
10	Changzhou Jinling Huaruan Venture Capital Partnership (Limited Partnership)	96	1.00	Net asset
11	Shaanxi Xinjian Industrial Development Company Limited	96	1.00	Net asset
12	Shanghai Zhongjing Investment Partnership (Limited Partnership)	96	1.00	Net asset
13	Suzhou Industrial Park Heyuan Northern Light Venture Capital Partnership (Limited Partnership)	48	0.50	Net asset

The date of the contribution was July 19th 2012.

Article 3.5 The shareholding structure of the Company is as follows: there are 128,000,000 ordinary shares, of which 96,000,000 shares are held by domestic shareholders, representing 75% of the total ordinary shares of the Company in issue; and 32,000,000 shares are held by holders of overseas-listed foreign invested shares, representing 25% of the total ordinary shares of the Company in issue.

Article 16 of Mandatory Provisions
Paragraph 9 of Appendix 3 to the Main Board Listing Rules

Article 3.6 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Company's Articles of Association.

Article 17 of Mandatory Provisions
Article 20 of Mandatory Provisions
Article 21 of Guidelines on Articles of Association

The Company may increase its capital in the following ways:

(I) offering new shares to non-specially-designated investors for subscription;

(II) issuing new shares to its existing shareholders;

(III) allotting bonus shares to its existing shareholders;

(IV) issuing new shares to specially-designated parties;

(V) converting reserve funds into capital;

(VI) any other means which are stipulated in laws and administrative regulations.

After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant laws and administrative regulations of the State.

Article 3.7 The Company may not accept its own shares as the subject matter of a pledge. Article 27 of Guidelines on Articles of Association

Article 3.8 Shares of the Company that are already in issue prior to its public offering are not transferable within 1 year commencing from the date on which the shares of the Company are listed and traded on a stock exchange. Article 28 of Guidelines on Articles of Association

The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which a director, supervisor or senior management officer may transfer every year during his period of office shall not exceed 25% of the total number of the Company's shares held by him; and shares of the Company held by him are not transferable within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange. Such personnel shall not transfer the Company's shares in their possession within six months after they have terminated their employment with the Company.

Article 3.9 Where the Company's directors, supervisors, senior management officer and shareholders which hold not less than 5% of the total shares of the Company sell their held shares within six months after having bought such shares, or buy such shares within six months after having sold them, all proceeds thus obtained shall belong to the Company and be resumed by the board of directors of the Company. However, if a securities company undertakes to purchase the remaining shares after sale, thereby holding not less than 5% of the shares, the sale of these shares shall not be subject to the above said 6-month restriction. Article 29 of Guidelines on Articles of Association

Where the board of directors refuses to comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. If the board of directors fails to do so within the said time limit, a shareholder shall have the right to initiate proceedings in a people's court directly in his own name in the interests of the Company.

Where the board of directors refuses to comply with the first paragraph of this Article, the responsible directors shall bear joint and several liabilities according to the laws.

Article 3.10 Unless otherwise stipulated in the relevant laws or administrative regulations or when permitted by the HK Stock Exchange, fully paid-up shares of the Company shall be free from any restriction on the right of transfer and shall also be free from all liens. The transfer of overseas-listed foreign invested shares listed in Hong Kong is subject to the registration by the local stock registration agency in Hong Kong appointed by the Company.

Article 21 of Mandatory Provisions Article 26 of Guidelines on Articles of Association Paragraph 1(2) of Appendix 3 to the Main Board Listing Rules

Chapter 4: Capital Reduction and Share Repurchase

Article 22 of Mandatory Provisions
Article 22 of Guidelines on Articles of Association

Article 4.1 The Company may reduce its registered share capital in accordance with the provisions in the Articles of Association. Where the Company reduces its registered capital, it shall be conducted in accordance with the Company Law and other relevant provisions as well as procedures stipulated in the Articles of Association.

Article 23 of Mandatory Provisions
Article 177 of Company Law
Article 176 of Guidelines on Articles of Association
Article 23 of Guidelines on Articles of Association
Article 24 of Mandatory Provisions
Article 142 (I) of Company Law

Article 4.2 The Company shall not acquire its own shares, except in one of the following circumstances:

(I) reducing the registered capital of the Company;

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

(III) utilizing its shares in the employee stock ownership plan or for equity incentive;

(IV) where shareholders raise objections to resolutions passed by the shareholders' general meeting on the merger or division of the company, and thus require it to acquire its own shares;

(V) utilizing the shares for conversion of corporate bonds issued by the Company which are convertible into shares;

(VI) where it is necessary for the Company to safeguard its value and the interests of its shareholders;

(VII) other circumstances permitted by the laws and administrative regulations.

Chapter 5: Financial Assistance for Purchase of Shares

Article 5.1 The Company or its subsidiaries shall not, at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said person buying shares of the Company includes a person who directly or indirectly incurs any obligations due to the acquisition of shares of the Company. Article 25 of Mandatory Provisions Article 24 of Guidelines on Articles of Association Article 29 of Mandatory Provisions Article 20 of Guidelines on Articles of Association

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

This provision does not apply to the circumstances as stated in Article 5.3 of the Articles of Association.

Article 5.2 The financial assistance as referred to in this Chapter includes, but not limited to, the following: Article 30 of Mandatory Provisions

(I) gift;

(II) guarantee (including acts of the guarantor assuming liabilities or providing assets to secure that the obligor to perform the obligations), compensation (excluding compensation arising from the Company's own fault), release or waiver of rights;

(III) provision of loan or signing of contracts whereby the Company shall fulfill its obligations before others, change of the parties to the loans/contracts as well as the assignment of the rights in the loans/contracts;

(IV) financial assistance provided by the Company in any other manners when it is insolvent, has no net assets, or will suffer significant decreases in net assets.

The expression "assuming obligations" as referred to in this Chapter includes the incurring of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not, and irrespective of whether such obligations are to be borne by the obligor solely or jointly with other persons), or by any other means which results in a change in the obligor's financial position.

Article 5.3 The following activities shall not be deemed to be activities as prohibited in Article 5.1 of the Articles of Association:

Article 31 of Mandatory Provisions

(I) where the financial assistance given by the Company is genuinely for the good of the Company and the purchase of the Company's shares is not the main purpose of the financial assistance, or the financial assistance provided is an incidental part of a general plan of the Company;

(II) where the Company distributes its property as dividends pursuant to the law;

(III) where the Company distributes dividends in the form of shares;

(IV) where the Company reduces the registered capital, repurchases shares or adjusts the share capital structure in accordance with the Articles of Association;

(V) where the Company provides loans for its normal business activities within its scope of business (provided that this shall not result in a reduction in the Company's net assets, or even if there is such a reduction, the financial assistance is paid out of the Company's distributable profits); or

(VI) where the Company provides funds for its employee share ownership schemes (provided that this shall not result in a reduction of the Company's net assets, or even if there is such a reduction, the financial assistance is paid out of the Company's distributable profits).

Chapter 6: Shareholders' Rights and Obligations

Article 6.1 The Company shall maintain a register of members in accordance with the certificates provided by the securities registration and clearing institutions, and the register of members is the sufficient evidence proving the shareholders' shareholding in the Company. Article 44 of Mandatory Provisions

Shareholders shall enjoy rights and undertake obligations in accordance with the class and the number of shares held by them. Holders of the same class of shares shall enjoy the same rights and undertake the same obligations. Article 30 of Guidelines on Articles of Association

Each of the class shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other forms. Paragraph 9 of Appendix 3 to the Main Board Listing Rules

Variation of rights attached to any class of shares must be approved by a majority of at least two-thirds of the voting rights of holders of shares of that class.

A shareholder of legal person shall appoint its legal representative or a proxy authorized by the legal representative to exert its rights on its behalf.

The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason that person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company. Paragraph 12 of Appendix 3 to the Main Board Listing Rules

In the event that the Company decides to convene a shareholders' general meeting, distribute dividends, liquidate or engage in activities which require determining shareholder identity, the Board or the convener of the general meeting shall determine the record date. Shareholders registered after the close of trading on the record date shall be entitled to the relevant rights and interests.

Article 6.2 Holders of the Company shall have the following rights: Paragraph 1 (3) of Appendix 3 to the Main Board Listing Rules Article 45 of Mandatory Provisions Article 32 of Guidelines on Articles of Association Article 97 of Company Law

(I) the right to receive dividends and other distributions in proportion to the number of shares held;

(II) to request, convene and preside over, attend in person or by proxy the shareholders' general meetings in accordance with law, and to exercise the corresponding speaking and voting rights in proportion to its shareholding;

(III) the right to supervise the Company's operations, and to put forward proposals or raise inquiries;

(IV) the right to transfer, donate, or pledge shares they hold in accordance with the laws, administrative regulations and provisions of the Articles of Association; Rule 19A.50 of Listing Rules

(V) to inspect and copy the Articles of Association, register of Shareholders, minutes of the shareholders' general meeting, resolutions of meetings of the Board of Directors, financial accounting reports, and Shareholders in compliance with the regulations may inspect the accounting books and accounting vouchers of the Company;

(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the surplus assets of the Company according to the number of shares held;

(VII) the shareholders voting against the merger or division resolution passed at the shareholders' general meeting are entitled to request the Company to purchase their shares;

(VIII) other rights conferred by laws, administrative regulations and the Articles of Association.

Shareholders who request to inspect and copy relevant materials of the Company shall abide by the Company Law, the Securities Law and other laws and administrative regulations.

Article 6.3 Holders of the Company shall assume the following obligations: Article 46 of Mandatory Provisions Article 37 of Guidelines on Articles of Association

(I) to abide by the laws, administrative regulations and the Articles of Association;

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

(III) not to divest the shares other than as provided by the laws and regulations;

(IV) not to abuse their rights as shareholders to prejudice the interests of the Company or other shareholders; not to abuse the independence of the Company as a legal person and the limited liabilities of shareholders to prejudice the interests of creditors of the Company;

Shareholders of the Company who abuse their rights as shareholders and thereby cause losses to the Company or other shareholders shall be liable for indemnity according to the laws;

Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liabilities of shareholders for the purposes of avoiding repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be liable to the joint liabilities the Company thereon;

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

Chapter 7: Shareholders' General Meetings

Article 47 of Mandatory Provisions
Article 48 of Mandatory Provisions
Article 49 of Mandatory Provisions
Article 50 of Mandatory Provisions
Article 40 of Guidelines on Articles of Association
Article 102 of Company Law

Article 7.1 The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with the laws.

Article 7.2 The shareholders' general meeting shall have the following functions and powers:

(I) to elect and remove directors and supervisors and to determine matters relating to the directors' and supervisors' remunerations;

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

(III) to consider and approve the reports of the board of supervisors;

(IV) to consider and approve the Company's profit distribution plan and plan for making up for losses;

(V) to resolve the increase or reduction in the Company's registered capital;

(VI) to resolve merger, division, dissolution, liquidation of the Company or change of the Company's form;

(VII) to resolve on the issuance of debentures of the Company;

(VIII) to resolve on the appointment, dismissal and the remuneration of the accounting firms;

(IX) to amend the Articles of Association;

(X) to consider and approve the provisions of guarantee which are required in these Articles of Association;

(XI) to resolve any other matters to be resolved thereby as required by the laws, administrative regulations and the Articles of Association;

Article 51 of Mandatory Provisions
Article 81 of Guidelines on Articles of Association

(XII) the shareholders' general meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

Article 7.3 General meetings shall either be annual general meetings or extraordinary general meetings.

Annual general meetings are held once every accounting year and within 6 months from the close of the preceding financial year.

The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any one of the following circumstances:

Article 43 of Guidelines on Articles of Association
Article 52 of Mandatory Provisions
Article 42 of Guidelines on Articles of Association
Article 100 of Company Law

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

(II) when the unrecovered losses of the Company amount to one-third of the total amount of its share paid-in capital;

(III) where requested by any shareholder holding severally or jointly 10% or more of the shares (excluding treasury shares) of the Company;

(IV) when deemed necessary by the board of directors;

(V) when requested by the board of supervisors;

(VI) other circumstances set out in the laws, administrative regulations, departmental rules, relevant provision of the securities regulatory authority in the place where the Company's shares are listed or the Articles of Association.

Article 7.4 The board of directors shall convene the general meeting on time within the specified period.

Article 46 of Guidelines on Articles of Association
Article 6 of Regulatory Opinions

Subject to the consent of more than half of all the independent directors, the independent directors shall be entitled to propose the convention of an extraordinary general meeting to the board of directors. With regard to the proposal by the independent directors on convention of an extraordinary general meeting, the board of directors shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, make feedback in written form concerning approval or disapproval of the convention within 10 days after its receipt of the request.

Where the board of directors approves the convention of the extraordinary general meeting, it shall distribute the notice thereof within 5 days after the decision has been made by the board of directors; where the board of directors disapproves the convention of the extraordinary general meeting, it shall explain and announce the reasons.

Article 7.5 The board of supervisors shall be entitled to propose in writing the convention of an extraordinary general meeting to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, respond in writing concerning approval or disapproval of the convention within 10 days after its receipt of the proposal. Article 47 of Guidelines on Articles of Association

Where the board of directors approves the convention of the extraordinary general meeting, it shall issue the notice thereof within 5 days after the decision has been made by the board of directors. where any alteration to the original proposal(s) shall obtain the approval from the board of supervisors.

Where the board of directors disapproves the convention of the extraordinary general meeting or fails to respond within 10 days upon the receipt of the proposal, the board of directors shall be deemed to be unable or fail to perform its duties on convention of the shareholders' general meeting, and the board of supervisors shall convene and chair the meeting.

Article 7.6 Shareholder(s) singly or jointly holding share capital of the Company carrying 10% or more of the voting rights (excluding the voting rights attached treasury shares) on a one share, one vote basis shall have the right to request in writing the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, respond in writing concerning the approval or disapproval of the convention of the extraordinary general meeting within 10 days upon its receipt of the request. Article 48 of Guidelines on Articles of Association

Where the board of directors approves the convention of extraordinary general meeting, it shall issue the notice thereof within 5 days after the decision has been made by the board of directors. Approval from the relevant shareholder(s) shall be obtained for any alteration to the original request.

Where the board of directors disapproves the convention of extraordinary general meeting or fails to respond in writing within 10 days after its receipt of the request, such shareholders singly or jointly holding 10% or more of the shares (excluding treasury shares) of the Company have the right to propose in written form the convention of extraordinary general meeting to the board of supervisors.

Where the board of supervisors approves the convention of extraordinary general meeting, it shall, within 5 days after its receipt of the proposal, issue a notice of the shareholders' general meeting. where the alteration to the original request shall obtain the approval from the relevant shareholder(s). Article 53 of Mandatory Provisions

Where the board of supervisors fails to issue the notice of shareholders' general meeting within the required time limit, it shall be deemed to fail to convene and chair the shareholders' general meeting, such shareholder(s) singly or jointly holding 10% or more of the shares (excluding treasury shares) of the Company for 90 consecutive days shall have the right to convene and chair the meeting. Paragraph 7(2) of Appendix 3 to the Main Board Listing Rules

Article 7.7 For convening an annual general meeting, the Company shall notify each shareholder in the way of public announcement in writing at least 21 days prior to the date of the meeting. For convening an extraordinary general meeting, the Company shall notify each shareholder in the way of public announcement in writing at least 15 days prior to the date of the meeting.

Article 7.8 Notice of a general meeting shall include the following content: Article 54 of Mandatory Provisions Article 102 of Company Law Article 53 of Guidelines on Articles of Association Article 55 of Mandatory Provisions Article 56 of Mandatory Provisions Article 55 of Guidelines on Articles of Association Article 57 of Mandatory Provisions Paragraph 7(3) of Appendix 3 to the Main Board Listing Rules

(I) specify the place, date and time of the meeting;

(II) the matters and proposals to be considered at the meeting;

(III) contain an express statement that a shareholder entitled to attend and vote shall have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder;

(IV) set out the record date for shareholders who are entitled to attend the shareholders' general meeting;

(V) specify the name and telephone number of the contact person fixed for routine activities;

(VI) the time and procedures for attending meetings through the Internet or other virtual means and the voting methods for electronic voting.

Article 7.9 Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxies to attend and vote on his behalf. A proxy so appointed shall exercise the following rights pursuant to such authorization: Article 58 of Mandatory Provisions Article 169 of Guidelines on Articles of Association Article 59 of Mandatory Provisions Article 59 of Guidelines on Articles of Association

(I) such shareholder's right to speak at the meeting;

(II) the right to demand a poll alone or jointly with others;

(III) the right to vote by a show of hands or on a poll, provided that where more than one proxies are appointed, the proxies may only exercise such voting rights on a poll.

Article 7.10 The instrument appointing a proxy must be made in writing and signed under the hand of the appointer or his attorney duly authorized in writing; where the appointer is a legal person, the instrument shall be made under the seal of legal person or under the hand of its director or attorney duly authorized. Article 60 of Mandatory Provisions Article 61 of Guidelines on Articles of Association Article 61 of Mandatory Provisions Article 63 of Guidelines on Articles of Association

Article 7.11 Where the proxy form for voting is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.

Where the appointer is a legal person, its legal representative or other person(s) authorized by the resolutions of the board of directors or other decision-making bodies to act as its representatives may attend the shareholders' general meeting of the Company as a representative of the appointer. A legal person attending any meeting by appointing a representative shall be treated as attending in person.

Where a shareholder is a recognized clearing house as defined by relevant rules formulated in Hong Kong from time to time (hereinafter referred to as the "Recognized Clearing House") (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or creditors' meeting provided that, if more than one persons are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized shall be entitled to exercise the same power to speak and to vote on behalf of the Recognized Clearing House (or its nominees) as if such person was an individual shareholder of the Company. Article 62 of Mandatory Provisions Article 63 of Mandatory Provisions

Article 7.12 Resolutions of general meetings are classified as ordinary resolutions and special resolutions. Article 64 of Mandatory Provisions Article 75 of Guidelines on Articles of Association

To adopt an ordinary resolution, not less than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

To adopt a special resolution, not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

Article 7.13 When voting at the general meetings, shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right upon voting at the shareholders' general meeting. Article 65 of Mandatory Provisions Article 78 of Guidelines on Articles of Association

Article 7.14 A resolution shall be voted by a show of hands unless a poll is demanded before or after a vote is carried out by a show of hands by the following persons: Article 66 of Mandatory Provisions

(I) by the chairman of the meeting;

(II) by at least two shareholders entitled to vote in person or proxies with voting rights;

(III) by one or more shareholders (including proxies) individually or jointly holding 10% or more of shares carrying voting rights at such meeting.

Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and an entry to that effect in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution.

The demand for a poll may be withdrawn by the person who demands the same.

Article 7.15 Where the matter demanded to be voted by poll is the election of the chairman or the adjournment of the meeting, a poll shall be held immediately. Poll demanded for any others matters shall be taken at a time decided by the chairman, and the meeting may proceed with the discussion of other matters. The poll result shall still be regarded as a resolution passed at the meeting. Article 67 of Mandatory Provisions

Article 7.16 Where any shareholder is, under the applicable laws and regulations and the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted. Paragraph 14 of Appendix 3 to the Main Board Listing Rules

On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way. Article 68 of Mandatory Provisions

Article 7.17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote. Article 69 of Mandatory Provisions

Article 7.18 The following matters shall be resolved by ordinary resolutions at a general meeting: Article 70 of Mandatory Provisions

(I) work reports of the board of directors and the board of supervisors; Article 76 of Guidelines on Articles of Association

(II) plans formulated by the board of directors for distribution of profits and for making up losses;

(III) appointment of members of the board of directors and the board of supervisors, and their remuneration and manner of payment thereof;

(IV) the Company's annual financial budget and final accounts, balance sheets, income statements and other financial statements;

(V) matters other than those required by the laws, administrative regulations, or the Articles of Association to be approved by special resolution.

Article 7.19 The following matters shall be resolved by special resolutions at a general meeting: Article 71 of Mandatory Provisions

(I) the Company increases or decreases its registered capital; Article 103 of Company Law

(II) issuance of debentures of the Company; any purchase or disposal of major assets or provision of guarantees to others within one year with the aggregate transaction amount exceeding 30% of the latest audited total assets of the Company;

(III) division, merger, dissolution and liquidation or change of corporate form of the Company;

(IV) amendments to the Articles of Association;

(V) Equity Incentive Scheme;

(VI) any other matter stipulated by laws, administrative regulations or the Articles of Association and approved by an ordinary resolution at a general meeting that may have material impact on the Company and is required to be approved by a special resolution.

Article 7.20 The following procedures shall be followed by shareholders requesting for convening of extraordinary general meetings or class meetings: Article 72 of Mandatory Provisions Article 48 of Guidelines on Articles of Association Article 101 of Company Law

(I) two or more than two shareholders in aggregate holding not less than 10% of shares with voting right at such proposed meeting may request the board of directors to convene an extraordinary general meeting or a class meeting by signing and submitting one or several written requests in the same form and contents and specifying the agenda of the meeting. An extraordinary general meeting or a class meeting shall be convened by the board of directors as soon as practicable upon receipt of the aforesaid written request(s). The aforesaid amount of shareholding shall be calculated as at the date on which the relevant shareholders submit the written request(s).

(II) The aforesaid meeting shall be convened in accordance with the procedures provided by Article 7.6 of the Articles of Association.

All reasonable expenses incurred by convening and holding a aforesaid meeting by shareholders due to the failure of the board of directors to hold such meeting in response to the aforesaid request(s) shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the director(s) who have neglected their duties.

Article 7.21 The general meeting shall be chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for any reason, the board of directors may designate a director of the Company to convene and chair the meeting on his/her behalf. Where no chairman of the meeting is designated, shareholders attending the meeting may elect one person to chair the meeting. If, for any reason, the shareholders are unable to elect a chairman, the meeting shall be chaired by the shareholder present (or the proxy) with the largest number of shares with voting right. Article 73 of Mandatory Provisions

Article 7.22 The chairman of the meeting shall be responsible for deciding whether a resolution of the general meeting has been passed. The decision thereof shall be final, and be announced at the meeting and recorded in the minutes of the meeting. Article 74 of Mandatory Provisions

Article 7.23 If the chairman of the meeting has any doubt as to the result of a resolution put to vote at the general meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, the chairman of the meeting shall have the votes counted immediately.

Article 75 of Mandatory Provisions
Article 90 of Guidelines on Articles of Association

Article 7.24 If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.

Article 76 of Mandatory Provisions

The minutes shall be made for the decisions on the matters resolved at the shareholders' general meeting. The chairman and directors attending the meeting shall sign on the minutes. The minutes of the meeting together with the attendance lists of shareholders and proxy forms shall be kept at the address of the Company.

Article 107 of Company Law

Article 7.25 Directors of the Company may in their absolute discretion, hold a general meeting at two or more places in any part of the world, or as an electronic meeting (i.e. a meeting held entirely through virtual attendance and participation via any technological or electronic means) or a hybrid meeting (i.e. a meeting combining in-person attendance at a physical venue with electronic participation) by using any technology or electronic facilities (including but not limited to website addresses, webinars, online live streams, videos, or any other forms of teleconferencing systems) that enables the shareholders of the Company who are not together at the same place to simultaneously attend, participate, listen, speak, submit real-time questions and vote at the meeting.

Article 7.26 The board of directors and, at any general meeting, the chair of the meeting may, from time to time make arrangements for managing attendance and/or participation and/or voting at any meeting location and participation in hybrid meetings and/or voting in a meeting by means of any technology or electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he shall in its/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not permitted to attend, in person or by proxy, at any particular meeting location shall be entitled to attend at one of the other meeting locations (where applicable) or by means of any technology or electronic facilities; and the entitlement of any shareholder to attend the meeting or adjourned meeting or rearranged meeting at such meeting location(s) shall be subject to any such arrangement as may be for the time being in force and the provisions of the notice of meeting or adjourned meeting or rearranged meeting stated to apply to the meeting.

Article 7.27 If shareholders present at the meeting location(s) attend a general meeting by using any technology or electronic facilities and/or if shareholders participate in a hybrid meeting or an electronic meeting by using any technology, a failure (for whatsoever reason) of technology or electronic facilities, communication equipment or electronic facilities, or any other failure in the arrangements for enabling those shareholders at any meeting location, to participate in the matters for which the general meeting has been convened, the inability for one or more shareholders or proxies to access, or continue to access the technology, communication equipment or electronic facilities, as long as the legal quorum is met throughout the general meeting, it shall not affect the validity of the meeting or the resolutions passed, or any matter conducted at the general meeting or any action taken pursuant to such matter. All persons seeking to attend and participate in a hybrid meeting or an electronic meeting shall be responsible for maintaining adequate technology, communication equipment and electronic facilities to enable them to do so. Any inability of a person or persons to attend or participate in a general meeting by way of technology, communication equipment or electronic facilities shall not affect the validity of the meeting or the resolutions passed, or any matter conducted or any action taken at that general meeting.

Chapter 8: Special Procedures for Voting by Class Shareholders

Article 77 of Mandatory Provisions Article 33 of Guidelines on Articles of Association Article 78 of Mandatory Provisions Paragraph 6(1) of Appendix 3 to the Main Board Listing Rules

Article 8.1 Shareholders holding different classes of shares are referred to as class shareholders.

A holder of class shares shall, in accordance with laws, administrative regulations and the Articles of Association, enjoy rights and assume obligations.

Where the share capital of the Company includes shares which do not carry voting rights, the wording "non-voting" must appear in the designation of such shares.

Paragraph 10 of Appendix 3 to the Main Board Listing Rules

Where the share capital of the Company includes shares with different voting rights, the designation of each class of shares (except shares with the most privileged voting rights) shall bear the wording "restricted voting" or "limited voting".

Article 79 of Mandatory Provisions

Article 8.2 Where the Company intends to change or abrogate the rights of class shareholders, the change or abrogation shall be approved by way of a special resolution at the general meeting, and be approved by class shareholders affected at shareholders' meetings separately convened in accordance with Articles 8.4 to 8.8.

Article 80 of Mandatory Provisions

Article 8.3 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:

(I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting right or right to distribution or other privileges equal or superior to the shares of such class;

(II) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class;

(III) to remove or reduce the rights in respect of accrued dividends or the cumulative dividends attached to shares of such class;

(IV) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;

(V) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;

(VI) to remove or reduce rights to receive payables from the Company in a particular currency attached to shares of such class;

(VII) to create a new class of shares with voting right, right to distribution or other privileges equal or superior to those of the shares of such class;

(VIII) to restrict the transfer of ownership of shares of such class or to impose additional restrictions thereto;

(IX) to grant the right to subscribe for, or convert the existing shares into, shares of such class or another class;

(X) to increase the rights or privileges of shares of another class;

(XI) to restructure the Company where the proposed restructuring scheme will result in the holders of different classes of shares bearing a disproportionate burden of obligations of such restructuring;

(XII) to vary or abrogate any provision of this Chapter.

Article 8.4 Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of Article 8.3, but interested shareholder(s) shall not be entitled to vote at class meetings. Article 81 of Mandatory Provisions

The meaning of "interested shareholder(s)" as mentioned in the preceding paragraph is:

(I) where the Company makes a repurchase offer to all shareholders in proportion to their shareholdings or repurchases its shares through public trading on a stock exchange, interested shareholders shall refer to the controlling shareholders within the meaning of the Listing Rules;

(II) where repurchasing its shares by an off-market agreement without involving a stock exchange, interested shareholders shall refer to shareholders involved in the agreement; or

(III) in the restructuring plan of the Company, interested shareholders shall refer to shareholders who assumes the lower proportion of obligations than the obligations imposed on other shareholders of the same class or shareholders whose interests are different from those of other shareholders of the same class.

Article 8.5 Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to Article 8.4. Article 82 of Mandatory Provisions

Article 8.6 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 21 days before the class meeting, specifying the matters proposed to be considered and the date and place of the meeting. Article 83 of Mandatory Provisions

Where the number of shares carrying voting rights to vote at the meeting held by the shareholders intending to attend the meeting reaches half or more of the total number of shares of such class carrying voting rights to vote at the meeting, the Company may hold the class meeting based thereon. If it does not reach that percentage, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered and the place and date of the meeting before it proceeds to hold the class meeting.

Article 8.7 The notice of the meeting of class shareholders only needs to be delivered to shareholders who are entitled to vote at the meeting. Article 84 of Mandatory Provisions

The procedures of meetings of class shareholders shall be the same, to the extent possible, as the procedures for general meetings. Provisions on the procedures for the general meetings in these Articles of Association shall apply to the meetings of class shareholders.

Article 8.8 Apart from holders of other classes of shares, the holders of the domestic shares and overseas-listed foreign invested shares shall be deemed to be shareholders of different classes. Article 85 of Mandatory Provisions Paragraph 1(f)(i)(ii) of Appendix 13D to the Main Board Listing Rules

The special voting procedures for class meetings do not apply to the following circumstances:

(I) The Company issues, upon the approval by a special resolution of its shareholders in general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign invested shares; or

(II) The Company's plan to issue domestic shares and overseas-listed foreign invested shares at the time of its establishment is implemented within 15 months from the date of approval by the China Securities Regulatory Commission.

(III) The domestic shareholders of the Company may apply for the conversion of their shares into overseas-listed foreign invested shares and the listing of such shares for trading overseas, subject to the approval by securities supervisory authority of the State Council. The circumstances where the shares are applied for conversion into overseas-listed foreign invested shares and to be listed for trading on an overseas stock exchange.

Chapter 9: Board of Directors

Article 9.1 The Company shall have a board of directors which is accountable to and report its work to the shareholders' general meeting. The board of directors consists of 7 directors, of which 3 are independent non-executive directors. The board of directors shall have one chairman of the board of directors, who is the director responsible for carrying out the Company's affairs on behalf of the Company, The chairman is elected by a majority vote of all directors, without no vice chairman. Article 86 of Mandatory Provisions

Article 9.2 Directors of the Company must be natural persons, and a person may not serve as a director, if any of the following circumstances apply: Article 87 of Mandatory Provisions Article 111 of Guidelines on Articles of Association

(I) where the person has no or limited capacity for civil conduct;

(II) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or other crimes which disrupt the social economic order, where no more than 5 years have elapsed since the expiration of the enforcement period, or who has been deprived of his political rights due to criminal offense and no more than 5 years have elapsed since the expiration of the enforcement period;

(III) a person who is a former director, factory manager or manager of a company or enterprise which has been insolvent and liquidated and who was personally liable for the insolvency of such company or enterprise, where no more than 3 years have elapsed since the date of completion of the liquidation of the company or enterprise;

(IV) a person who was a former legal representative of a company or enterprise the business licence of which was revoked and ordered to close down due to violation of law and who is personally liable for such revocation, where no more than 3 years have elapsed since the date of the revocation of the business licence;

(V) a person who has been listed as a dishonest judgment defaulter by the People's Court for not being able to settle a large amount of debt due;

(VI) a person who is subject to the securities market access prohibition measures imposed by the CSRC for a period which has not yet expired;

(VII) publicly identified by the stock exchange as unfit to serve as a director or senior executive of a listed company, etc., and the period has not expired;

(VIII) other circumstances specified by the laws, administrative regulations or departmental rules.

Where any director is elected or appointed in violation of this Article, such election or appointment shall be void. Where any director encounters any of the circumstances specified in this Article during his/her term of office, the Company shall remove him/her from office.

Article 9.3 Independent directors must maintain their independence, and the nomination of independent directors shall comply with the requirements of national laws, regulations and the Listing Rules.

Article 9.4 Directors shall be elected at the shareholders' general meeting to hold office for a term of three years. Upon the expiry of the term of office, a director shall be eligible to be re-elected and reappointed. The chairman shall be elected and removed by more than one half of all directors. The term of office of the chairman is three years, renewable upon re-election.

Subject to the requirements of relevant laws and administrative regulations, the shareholders' general meeting may by an ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's rights to claim compensation in accordance with any contractual agreements).

Paragraph 4(4)(5) of Appendix 3 to the Main Board Listing Rules
Article 4 of Zheng Jian Hai Han

Article 9.5 The term of office of each director shall commence as of his assumption of office until the expiration of the term of office of the current board of directors. Where the directors fail to be promptly re-elected upon the expiration of their term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulations, and provisions of the Articles of Association.

Paragraph 4(3) of Appendix 3 to the Main Board Listing Rules
Article 96 of Guidelines on Articles of Association

Managers and other senior officers may hold a concurrent post as a director. However, the total number of directors who are serving concurrently as managers or other senior officers and employee representative directors cannot exceed half of the total number of the Company's directors.

In the event that any person is elected as a director to fill a casual vacancy of, or as an additional director to, the board of directors, such newly elected director or any person so appointed shall hold office until the next annual general meeting after the effective date of his election, and shall be eligible for re-election at the meeting.

Paragraph 4(2) of Appendix 3 to the Main Board Listing Rules

Article 9.6 Directors may resign before expiration of their term of office. Directors who resign shall submit to the board of directors a written report in relation to their resignation. The board of directors shall disclose the relevant situation within 2 days.

Article 100 of Guidelines on Articles of Association

In case that the number of directors falls short of the quorum of the board of directors as a result of a director's resignation, such original director shall continue to perform his duty in accordance with the laws, administrative regulations, department regulations and the Articles of Association before the accession of the newly elected director.

Other than the circumstances set out in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the board of directors.

Article 9.7 On the effective resignation or termination of the tenure of a director, it shall complete all the handover procedures with the board of directors, and the fiduciary duties owed by such director to the Company and its shareholders do not necessarily cease after the termination of tenure, which shall remain effective within the reasonable period as stipulated in the Articles of Association.

Article 101 of Guidelines on Articles of Association

Article 9.8 Independent directors shall perform their duties in accordance with the relevant provisions set out in the laws, administrative regulations, departmental rules and the related rules of the place where the shares are listed.

Article 104 of Guidelines on Articles of Association

Article 9.9 The board of directors shall and exercise the following functions and powers:

Article 88 of Mandatory Provisions

Articles 105 and 107 of Guidelines on Articles of Association

(I) to convene the shareholders' general meetings and report its work to the shareholders' general meeting;

(II) to implement the resolutions of the shareholders' general meetings;

(III) to decide on the Company's business plans and investment plans;

(IV) to formulate the Company's annual financial budgets and final accounts;

(V) to formulate the Company's profit distribution plan and plan for recovery of losses;

(VI) to formulate proposals for increases or reductions of the Company's registered capital and the issuance of debentures of the Company;

(VII) to formulate proposals for major acquisition, acquisition of the shares of the Company, or merger, division, dissolution and change of corporate form of the Company;

(VIII) to decide on the establishment of the Company's internal management structure;

(IX) to decide to appoint or dismiss the Company's general manager or secretary to the board of directors; pursuant to the general manager's nominations to appoint or dismiss senior management officers such as to decide the deputy general managers and financial controller of the Company and determine their remuneration;

(X) to formulate the Company's basic management system;

(XI) to formulate proposals for amendments to the Articles of Association;

(XII) to manage the information disclosure of the Company;

(XIII) to propose to general meetings for the appointment or replacement of the accounting firm as the auditors of the Company;

(XIV) to hear the work report of general manager of the Company and to inspect the work of the general manager;

(XV) to decide on the external investment, acquisition and disposal of assets, pledge of assets, external guarantee, trust asset management and connected transactions of the Company within the authorization of the shareholders' general meeting;

(XVI) to exercise other functions and powers conferred by the general meetings and the Articles of Association.

Except for the matters specified in sub-paragraphs (VI), (VII) and (XI) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. Article 6 of Regulatory Opinions

Resolutions in respect of connected transactions of the Company made by the board of directors shall not come into force unless they are signed by independent (non-executive) directors.

Article 9.10 The board of directors shall lay down strict procedures to inspect and decide on the approval limit for external investment, purchase or sale of assets, pledge of assets, provision of external guarantees, entrusted assets management and connected transactions. Article 89 of Mandatory Provisions

Article 9.11 The chairman of the board of directors is entitled to exercise the following functions and powers: Article 90 of Mandatory Provisions

(I) to preside over general meetings and to convene and preside over the board meetings; Article 112 of Guidelines on Articles of Association Article 109 of Company Law

(II) to supervise and inspect the implementation of the resolutions of the board of directors;

(III) to exercise any other powers conferred by the board of directors. Article 113 and 114 of Guidelines on Articles of Association

If the chairman is unable or fails to perform his duties, a director jointly elected by not less than half of the directors shall perform such duties.

Article 9.12 Regular meetings of the board of directors shall be held at least four times every year and convened by the chairman of the board of directors. Notice of the meetings shall be served on all directors and supervisors at least fourteen days before the date of the regular meeting. Directors' approval shall not be obtained by way of circulation of a written resolution in lieu of a regular board meeting. Article 91 of Mandatory Provisions Section 14 C.5.1 and C.5.3 of Appendix 14 to the Main Board Listing Rules

In the event of urgent matters, shareholders representing no less than one-tenth of the voting rights, no less than one-third of the directors or the board of supervisors may propose to convene an extraordinary board meeting. Chairman of the board of directors shall convene and preside over the board meeting within ten days following the receipt of the proposal. Article 110 of Company Law Article 115 of Guidelines on Articles of Association

Article 9.13 Notice convening a board meeting and an extraordinary board meeting shall be sent through telephone, facsimile or email, etc. The notice of a regular board meeting shall be dispatched 14 days prior to the date of the meeting. The notice of an extraordinary board meeting shall be despatched 5 days prior to the date of the meeting. Article 92 of Mandatory Provisions

The time and venue of a board meeting can be provided by the board of directors in advance and recorded in the minutes. If such notice of the meeting has been provided to all the directors ten days prior to the date of the next board meeting, there is no need to despatch separate notice for the convening of meeting to the directors.

The agenda of a regular board meeting and related documents of the meeting shall altogether be dispatched to all directors in time and be dispatched at least three days prior to the proposed date of the board meeting or meeting of the committee under the board proposed to be held (or within other agreed time).

Paragraph C.5.8 of Appendix 14 to the Main Board Listing Rules

Should a director attend a meeting, and does not raise a contention regarding non-receipt of notice of the meeting prior to or at the meeting, such notice shall be deemed having been sent to him.

Board meetings can be held by way of teleconference meeting or by virtue of similar telecommunication device. In such meetings, so long as the participating directors can clearly hear and communicate with each other, all participating directors are deemed as if they have participated in the meeting in person.

Article 9.14 The board meeting may not be held unless more than half of the directors are present.

Article 93 of Mandatory Provisions Article 118 of Guidelines on Articles of Association Article 111 of Company Law

Each director has one vote. Except as otherwise provided in the laws, regulations and the Articles of Association, resolutions of the board of directors shall be passed by more than half of all directors.

In the case of an equality of votes, the chairman shall have a casting vote.

Article 9.15 A director shall attend the board meetings in person. If a director is not able to attend the meeting for any reasons, he may appoint in writing other directors to attend the meeting on his behalf. The scope of authorization shall be specified in the power of attorney.

Article 94 of Mandatory Provisions Article 121 of Guidelines on Articles of Association

The representative director attending the meeting shall only exercise the rights within the scope of authorization. Should a director neither attend a board meeting nor appoint representative to attend the meeting on his behalf, the said director shall be deemed to have waived his right to vote at the meeting.

Article 9.16 Minutes for the matters considered and the decisions made at the meetings shall be made by the board of directors and the committees under the board, which shall include any doubts raised or objections expressed by the directors. The directors attending the meetings shall sign on the minutes. The draft and the final version of the minutes shall be despatched to all directors within a reasonable period following the end of the board meetings. The draft is available for the directors' comments while the final version is for records. Directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in passing the resolution are liable to compensate the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting and this has been as recorded in the minutes shall be exempted from such liability.

Article 95 of Mandatory Provisions
Article 122 of Guidelines on Articles of Association
Section C.5.4 of Appendix 14 to the Main Board Listing Rules
Section C.5.5 of Appendix 14 to the Main Board Listing Rules

The duly appointed secretary of meetings shall maintain the minutes of the board of directors and its committees. If any director gives a reasonable notification, the related minutes shall be made public for inspection within any reasonable period.

Article 9.17 If necessary, the board of directors may establish special committees such as strategic committee, audit committee, nomination committee and remuneration and appraisal committee. Special committees shall perform their duties based on the authorization of the board of directors and be accountable to the board of directors. The rules of procedure and duties of for each committee shall be formulated by the board of directors. Each committee shall formulate its annual work plan and convene meetings regularly.

Article 120 of Guidelines on Articles of Association
Article 119 of Guidelines on Articles of Association
Section C.5.7 of Appendix 14 to the Main Board Listing Rules
Paragraph 4(1) of Appendix 3 to the Main Board Listing Rules
Article 96 of Mandatory Provisions
Article 123 of Company Law

Article 9.18 The chairman of each special committee shall be a director of the board and each committee shall consist of no less than three members. The chairman of the audit committee shall be an independent director. The strategic committee, nomination committee and remuneration and appraisal committee shall also consist of independent directors.

Chapter 10: General Manager and Other Senior Management Officers of the Company

Article 99 of Mandatory Provisions Article 124 of Guidelines on Articles of Association

Article 10.1 The Company shall have one general manager and certain number of deputy general managers and one chief financial controller (chief financial officer), who shall be appointed or dismissed by the board of directors, and shall assist the general manager in his work.

Article 10.2 General manager of the Company shall report to the board of directors and exercise the following functions and powers:

Article 100 of Mandatory Provisions Article 128 of Guidelines on Articles of Association

(I) to preside over the production, operation and management of the Company, arrange for the implementation of resolutions of the board of directors;

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

(III) to formulate plans for the establishment of the Company's internal management structure;

(IV) to formulate the basic administration system of the Company;

(V) to formulate basic rules and regulations for the Company;

(VI) to propose the appointment and dismissal of deputy general manager and financial controller of the Company;

(VII) to appoint or remove the management officers (other than those required to be appointed or removed by the board of directors);

(VIII) to exercise other powers conferred by the Articles of Association and the board of directors.

Article 10.3 The Company's manager shall attend board meetings in a non-voting capacity; non-director managers shall not have the right to vote at board meetings.

Article 101 of Mandatory Provisions

Article 10.4 In the exercise of his powers, the general manager of the Company shall comply with the laws, administrative regulations and the Articles of Association, and fulfill their duties in good faith and diligence.

Article 102 of Mandatory Provisions

Article 10.5 The Company shall have a secretary to the board of directors, who shall be a senior management officer of the Company and responsible for matters such as the preparation of general meetings and board meetings of the Company, keeping of documents and management of shareholders' information of the Company and handling information disclosure matters.

Chapter 11: the Board of Supervisors

Article 103 of Mandatory Provisions

Article 11.1 The Company shall set up a board of supervisors.

Article 104 of Mandatory Provisions
Section 1(d)(i) of Appendix 13D to the Main Board Listing Rules
Article 5 of Zheng Jian Hai Han

Article 11.2 The board of supervisors comprises 3 members, one of whom shall act as the chairman of the board of supervisors. The appointment and dismissal of the chairman of the board of supervisors shall be subject to the approval of two-thirds or more of its members by voting. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.

Article 105 of Mandatory Provisions

Article 11.3 The circumstances set forth in Article 9.2 hereof whereby a person is prohibited from acting as a director shall also apply to supervisors.

Article 51 of Company Law

Article 11.4 Members of the board of supervisors shall comprise 2 shareholder representatives and 1 staff representative. Representatives of shareholders shall be elected and removed by shareholders at general meetings, while representative of staff shall be elected and removed through democratic election by the staff of the Company.

Article 106 of Mandatory Provisions
Article 135 of Guidelines on Articles of Association

For a supervisor elected by the shareholders' general meeting or by the staff of the Company to be an additional supervisor or to fill a vacancy, his term of office shall commence on the date of election and until the date on which the term of office of the current board of supervisors expires.

Article 11.5 Directors and other senior management officers of the Company shall not concurrently act as supervisors.

Article 107 of Mandatory Provisions
Article 145 of Guidelines on Articles of Association

Article 11.6 The board of supervisors committee shall convene at least two meetings every year, which shall be convened and presided over by the chairman of the board of supervisors. The supervisors may propose convening an extraordinary meeting of the board of supervisors. Should the chairman of the board of supervisors be unable to, or fail to perform his duties, a supervisor elected by half or more of the supervisors shall preside over the meeting.

The notice of meeting of the board of supervisors shall be dispatched 10 days prior to the date of the meeting.

Article 108 of Mandatory Provisions
Article 144 of Guidelines on Articles of Association

Article 11.7 The board of supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with laws:

(I) to review the Company's financial affairs;

(II) to monitor any acts of directors, general manager, deputy general managers and other senior management officers of the Company during their performance of duties which violate laws, administrative regulations or the Articles of Association;

(III) to require directors, general managers or other senior management officers of the Company to rectify their actions that are detrimental to the interests of the Company;

(IV) to propose the convening of an extraordinary general meeting and to convene and preside over the shareholders' general meeting when the board of directors fails to perform such duties as provided in the Company Law;

(V) to submit proposals to the shareholders' general meeting;

(VI) to represent the Company in negotiating with a director and senior management officer or bring legal action against them in accordance with the Article 151 of the Company Law;

(VII) to investigate when an unusual operation situation of the Company is discovered. If necessary, it may engage professional institutions such as accounting firms and law firms to assist in the work. Any expenses incurred thereby shall be borne by the Company;

(VIII) to exercise other powers specified in the Articles of Association.

Article 11.8 The meeting of the board of supervisors shall be passed by no less than half of the supervisors. Article 109 of Mandatory Provisions Paragraph (d)(ii) of Section 1 of Appendix 13D to the Main Board Listing Rules

Each supervisor has one vote. Voting at a meeting of the board of supervisors shall be conducted by poll. A supervisor shall attend the meetings of the board of supervisors in person, or appoint in writing other supervisor to attend the meeting on his behalf if he is not able to attend the meeting for any reasons. The scope of authorization shall be specified in the power of attorney.

The board of supervisors shall prepare minutes for the matters discussed and decisions made in the meeting. The supervisors present at the meetings shall sign on the minutes. Article 147 of Guidelines on Articles of Association

Article 11.9 A supervisor shall carry out his duties honestly and faithfully in accordance with the laws, administrative regulations and the Articles of Association. Article 110 of Mandatory Provisions Article 111 of Mandatory Provisions Article 56 of Company Law

Chapter 12: Financial and Accounting System and Profit Distribution

Article 12.1 The Company shall establish its own financial accounting systems in accordance with the provisions of relevant laws, administrative regulations and the Chinese accounting standards formulated by the competent financial department of the State Council.

Article 12.2 The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be examined and verified pursuant to the law. Article 131 of Mandatory Provisions

The Company shall adopt the Gregorian calendar year for its accounting year, i.e. from 1 January to 31 December. The Company shall use Renminbi as its bookkeeping base currency.

Article 12.3 The board of directors of the Company shall submit to shareholders at each annual general meeting financial reports that are required to be prepared by the Company by relevant laws, administrative regulations and normative documents promulgated by local government or competent departments. Article 132 of Mandatory Provisions

Article 12.4 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of the annual general meeting. Each shareholder of the Company has the right to receive a copy of such financial reports mentioned in this Chapter. Article 133 of Mandatory Provisions

The Company shall send by prepaid mail the financial reports, together with the balance sheet (including each document to be attached thereto as prescribed by the laws and administrative regulations of the PRC) and statement of profit and loss or statement of income and expenditure (including the aforesaid report), or summary of the financial report to each holder of overseas-listed foreign invested shares at least 21 days before the annual general meeting at the address recorded in the register of shareholders. To the extent permitted by the Listing Rules, the Company may send to holders of overseas-listed foreign invested shares by electronic mean. Article 7 of Zheng Jian Hai Han Paragraph 5 of Appendix 3 to the Main Board Listing Rules

Article 12.5 In addition to the Chinese accounting standards and regulations, financial statements of the Company shall be prepared in accordance with international accounting standards or the accounting standards of the overseas place where shares of the Company are listed. If there is any significant discrepancy between the financial statements prepared respectively in accordance with these two accounting standards, such discrepancy shall be indicated in the notes attached to the financial statements. When distributing the after-tax profits of a given fiscal year, the Company shall take the lower of the two amounts of after-tax profits in the aforesaid two kinds of financial statements. Article 134 of Mandatory Provisions

Article 12.6	Interim results or financial information published or disclosed by the Company shall be prepared in accordance with the Chinese accounting standards and regulations as well as international accounting standards or accounting standards of the overseas place where shares of the Company are listed.	Article 135 of Mandatory Provisions
Article 12.7	The Company shall publish financial reports twice each fiscal year, i.e. the Company shall publish the interim financial report within sixty days after the end of the first six months of the fiscal year, and the annual financial report shall be published within 120 days after the end of the fiscal year.	Article 136 of Mandatory Provisions Article 137 of Mandatory Provisions Article 171 of Company Law
Article 12.8	The Company shall not maintain accounts other than those provided by law. The Company's assets shall not be deposited in an account maintained in the name of any individual.	
Article 12.9	In distributing the current year's profit after tax, 10% of the profit shall be allocated into the Company's statutory reserve fund. When the aggregate amount of the statutory reserve fund has reached 50% of the Company's registered capital, further appropriation is not required.	Article 166 of Company Law Article 152 of Guidelines on Articles of Association

If the statutory reserve fund of the Company is insufficient to make up the losses of the previous year, the profits of the current year shall be used to make up such losses before allocating to its statutory reserve fund in accordance with the preceding paragraph.

After allocation of its profits after tax to its statutory reserve fund, the Company may allocate its profits after tax to its discretionary reserve fund upon the shareholders' approval at general meetings.

The remaining profit after tax after making up its losses and allocating to its reserve fund may be distributed by the joint stock company to its shareholders in proportion of their shareholdings, unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with the proportion of the shareholdings.

If the shareholders' meeting, shareholders' general meeting or the board of directors has, in violation of the preceding paragraph, distributed profits to shareholders before making up losses and allocating to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of regulations. The shares held by the Company are not entitled to any profits distribution.

Article 12.10 Capital reserve fund includes the following items:

(I) premium received when shares are issued at a premium to their par value;

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

Article 12.11 The reserve fund of the Company can be applied to making up for losses of the Company, expansion of the Company's production and operation or conversion into capital to increase the capital amount of the Company, but the capital reserve fund cannot be applied to making up for losses of the Company. Where the statutory reserve fund is converted into capital, the balance of such reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion. Article 168 of Company Law

Article 12.12 The Company may distribute dividends in the form of: Article 139 of Mandatory Provisions

(I) cash;

(II) shares.

Article 12.13 The Company shall appoint a receiving agent for holders of overseas-listed foreign invested shares. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas-listed foreign invested shares. Article 140 of Mandatory Provisions

The receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of relevant stock exchange. Article 8 of Zheng Jian Hai Han

The receiving agent entrusted by the Company for holders of overseas-listed foreign invested shares listed in Hong Kong shall be a trust company registered under the Trustee Ordinance of Hong Kong. Paragraph (c) of Section 1 of Appendix 13D to the Main Board Listing Rules

Article 12.14 The Company has right to send dividend warrants by post and, where the following circumstances occur, to cease sending dividend warrants to any holder of the overseas-listed foreign invested shares by post: Paragraph 3(1) of Appendix 3 to the Main Board Listing Rules

(I) such dividend warrants have been left uncashed at least in two consecutive occasions; or Paragraph 3(2) of Appendix 3 to and Rule 19A.47 of the Main Board Listing Rules

(II) such dividend warrants have been returned undelivered to the recipients in the first occasion.

Article 12.15 For the dividends unclaimed, the Company is entitled to forfeit upon the expiration of the applicable period, provided that the relevant laws and regulations of the PRC as well as the provisions of the HK Stock Exchange are complied with.

Paragraph 3(1) of Appendix 3 to the Main Board Listing Rules

Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

Paragraph 13(2) of Appendix 3 to the Main Board Listing Rules

Article 12.16 The Company has right to sell the shares of untraceable shareholders, provided that the following two requirements are satisfied:

(I) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed;

(II) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the HK Stock Exchange of such intention.

Chapter 13: Appointment of Accounting Firms

Article 13.1 The Company shall engage an independent accounting firm that meets relevant state provisions to audit annual financial reports and verify other financial reports of the Company.

Article 141 of Mandatory Provisions
Article 158 of Guidelines on Articles of Association

Article 13.2 The term of office of an accounting firm appointed by the Company shall start from the conclusion of the annual general meeting of the Company at which it was appointed till the conclusion of the next annual general meeting.

Article 142 of Mandatory Provisions

Article 13.3 The Company shall provide true and complete accounting evidence, accounting books, financial report and other accounting information to the accounting firm engaged without refusal, withholding or false information.

Article 143 of Mandatory Provisions
Article 144 of Mandatory Provisions
Article 170 of Company Law

Article 13.4 If there is a vacancy in the position of accounting firm of the Company, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.

Article 13.5 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by an ordinary resolution passed at a general meeting by the shareholders. The remuneration of the accounting firm appointed by the board of directors shall be determined by a meeting of the board of directors.

Article 145 of Mandatory Provisions
Article 146 of Mandatory Provisions
Article 147 of Mandatory Provisions
Article 159 of Guidelines on Articles of Association

Article 13.6 The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by the shareholder' general meeting.

Article 161 of Guidelines on Articles of Association
Article 9 of Zheng Jian Hai Han
Paragraph (e)(i) of Section 1 of Appendix 13D to the Main Board Listing Rules

Article 13.7 If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. If the accounting firm resigns, it shall explain to the shareholders' general meeting whether there has been any impropriety on the part of the Company.

Article 148 of Mandatory Provisions
Article 162 of Guidelines on Articles of Association

Chapter 14: Insurance

Paragraph (e)(ii) of Section 1 of Appendix 13D to the Main Board Listing Rules

Article 14.1 The Company shall take out the insurance as required by the applicable insurance laws and regulations of the PRC upon discussion and decision by the board of directors.

Article 14.2 The Company may establish a system of professional liability insurance for the liabilities of its directors, supervisors, general manager and other senior management officers.

Chapter 15: Merger and Division

Article 15.1 In the event of the merger or division of the Company, a plan shall be proposed by the board of directors and shall be approved in accordance with the procedures stipulated in the Articles of Association. The Company shall then go through the relevant approval process according to the law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be made available for inspection by the shareholders of the Company. For the holders of overseas-listed foreign invested shares, the aforesaid documents shall be sent to them by post.

Article 149 of Mandatory Provisions

Article 15.2 The merger of the Company may be either a merger by absorption or a merger by establishment of a new entity.

Article 150 of Mandatory Provisions
Articles 171 and 172 of Guidelines on Articles of Association
Article 173 of Company Law

In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and lists of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper within 30 days from the date of such resolution. The creditors may, within thirty days from the receipt of the notice or within forty-five days from the issuance of the announcement if they fail to receive a notice, require the Company to repay their debts or provide corresponding guarantees.

Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.

Article 173 of Guidelines on Articles of Association

Article 15.3 Where there is a division of the Company, its assets shall be divided up accordingly.

Article 151 of Mandatory Provisions

In the event of a division, the parties to the division shall enter into a division agreement, and prepare a balance sheet and lists of property. The Company shall notify its creditors within 10 days from the date of the Company's resolution on division and shall publish an announcement in the newspaper within 30 days from the date of such resolution.

Articles 175 and 176 of Company Law
Article 175 of Guidelines on Articles of Association

Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts incurred before the division, the companies exist after the division shall assume the indebtedness of the Company which has been incurred before such division in accordance with the agreement reached.

Article 15.4 The Company shall, in accordance with law, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.

Article 152 of Mandatory Provisions
Article 177 of Guidelines on Articles of Association

Chapter 16: Dissolution and Liquidation

Article 153 of Mandatory Provisions

Article 16.1 In any of the following circumstances, the Company shall be dissolved and liquidated in accordance with the laws:

(I) the shareholders' general meeting resolves to dissolve the Company;

Articles 180 and 182 of Company Law
Article 178 of Guidelines on Articles of Association

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

(III) the business licence is revoked, the Company is ordered to close down or terminate according to the laws;

(IV) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial loss to the benefits of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the total voting rights of the Company may appeal to the people's court for dissolution of the Company.

Article 16.2 Where the Company is dissolved pursuant to sub-paragraphs (I), (III) and (IV) of the preceding Article, a liquidation committee shall be set up within fifteen days for conducting liquidation from the date when cause(s) of dissolution occurs. Members of liquidation committee of joint stock limited company shall be determined by its directors or at the shareholders' general meeting. If the liquidation committee is not set up within the specified period for conducting liquidation, creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and proceed with the liquidation. The people's court shall accept such application and promptly organize a liquidation committee for carrying out the liquidation.

Article 154 of Mandatory Provisions
Article 180 of Guidelines on Articles of Association
Article 183 of Company Law

Article 16.3 The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers within 60 days. The creditors may declare their claims to the liquidation committee within thirty days from the date they receives the above notice or within forty-five days from the announcement date if no such notice is received. The creditors shall explain the matters related to their claims and provide supporting materials when declaring their claims. Creditors' rights shall be registered by the liquidation committee. Claims shall be registered by the liquidation committee. During the period of declaration of creditors' rights, the liquidation committee shall not repay any debts to the creditors.

Article 155 of Mandatory Provisions
Article 156 of Mandatory Provisions
Article 185 of Company Law

Article 16.4 During the liquidation period, the liquidation committee shall exercise the following functions and powers: Article 157 of Mandatory Provisions Article 181 of Guidelines on Articles of Association Article 184 of Company Law

(I) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;

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

(III) to dispose of and liquidate any unfinished businesses of the Company;

(IV) to pay outstanding taxes as well as taxes arising in the course of liquidation;

(V) to settle claims and debts;

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

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

Article 16.5 After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the shareholders' general meeting or to the people's court for confirmation. Article 158 of Mandatory Provisions

The assets of the Company shall be applied for repayment in the following order: Article 186 of Company Law Article 183 of Guidelines on Articles of Association

(I) liquidation expenses;

(II) staff wages;

(III) social insurance expenses and statutory compensation;

(IV) payment of outstanding taxes;

(V) settlement of the Company's debts.

The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.

During the liquidation period, the Company is still in existence but shall not commence any business activities not related to the liquidation. No assets of the Company may be distributed to the shareholders before making repayments stipulated in the preceding paragraphs.

Article 16.6 If after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall apply to the people's court for a declaration of insolvency in accordance with the laws.

Article 159 of Mandatory Provisions
Article 184 of Guidelines on Articles of Association

After the Company is declared insolvent by a ruling of the people's court, the liquidation committee shall transfer all matters arising from the liquidation to the people's court.

Article 16.7 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the shareholders' general meeting or the people's court for confirmation, and the liquidation committee shall then submit the liquidation report to the company registration authority and apply for cancellation of registration of the Company.

Article 160 of Mandatory Provisions
Article 185 of Guidelines on Articles of Association

Chapter 17: Procedures for Amendments to the Articles of Association

Article 17.1 The Company is required to amend its Articles of Association in any of the following circumstances: Article 161 of Mandatory Provisions

(I) after amendment of the Company Law or relevant law or administrative regulations, the contents of the Articles of Association conflict with the law or administrative regulations;

(II) the circumstances of the Company have changed so that they are different from the contents of the Articles of Association;

(III) the general meeting decides that the Article of Association should be amended.

Article 17.2 Amendments to the Articles of Association passed by resolutions at the general meeting, which require examination and approval by the competent authorities, shall be submitted to the competent authorities for approval. Any amendments requiring alteration registration shall be filed for alteration registration according to the law. Article 162 of Mandatory Provisions

Chapter 18: Notices

Article 18.1 The notices of the Company may be delivered by the following means: Article 163 of Mandatory Provisions

(I) by hand;

(II) by post;

(III) by facsimile transmission or electronic mail;

(IV) by publishing information on websites designated by the Company and the HK Stock Exchange, subject to the laws, regulations and the listing rules of stock exchanges where the Company's shares are listed;

(V) by announcement;

(VI) by other means as agreed by the Company or the addressee in advance or as accepted by the addressee after the notice is received;

(VII) by other means as recognized by relevant regulatory authorities at the places where the Company's shares are listed or as specified by the Articles of Association.

Unless the context otherwise specifies, the "announcement" referred to in the Articles of Association shall mean, in respect of announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles of Association, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or designated by the securities regulatory authority of the State Council. The announcement made to the holders of foreign shares or the announcement that has to be published in Hong Kong according to the relevant requirements and the Articles of Association shall mean the announcement published on any designated newspaper in Hong Kong as stipulated under the Listing Rules.

Article 18.2 Unless otherwise stated in the Articles of Association, the various ways of sending notices specified in the preceding Article shall apply to the notices of the shareholders' general meetings, board meetings and the meetings of the board of supervisors convened by the Company.

Article 18.3 If a notice of the Company is delivered by hand, the date of delivery shall be deemed to be the date upon which the addressee puts his signature (or affixes the seal) to the acknowledgement of receipt. If the notice is delivered by post, it shall be deemed to be served on the 48th hour from the date upon which the notice is delivered to a post office. If the notice is delivered by way of facsimile transmission, electronic mail or publication on websites, the date of delivery shall be deemed to be the date upon which the notice is sent out or published. If the notice is delivered by way of announcement, it shall be deemed to be served on the date upon which the announcement is firstly published. Such announcement shall be published on the newspapers that satisfy the relevant requirements.

Chapter 19: Interpretation and Definitions

Article 19.1 In the Articles of Association, the meaning of an "accounting firm" is the same as that of "auditors". Article 165 of Mandatory Provisions

Article 19.2 In the Articles of Association, the meaning of "no less than", "within" or "no more than" includes the underlying number, while "below", "beyond", "less than" or "more than" excludes the underlying number.

Article 19.3 The Articles of Association are written in Chinese. In the event of any discrepancy between the Articles of Association in other languages or different versions of the Articles of Association and the Articles of Association in Chinese, the Chinese version shall prevail.

The power of interpretation of the Articles of Association shall be vested in the Company's board of directors. Any matters not contained in the Articles of Association shall be proposed by the board of directors at the shareholders' general meeting for approval.