

**Articles of Association of  
Shenzhen Pagoda Industrial (Group) Corporation Limited  
(深圳百果園實業(集團)股份有限公司)**

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

Amended in May 2023

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# Articles of Association of Shenzhen Pagoda Industrial (Group) Corporation Limited

## Chapter 1 General Provisions

**Article 1** Shenzhen Pagoda Industrial (Group) Corporation Limited (深圳百果園實業(集團)股份有限公司) (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “PRC”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other applicable laws and administrative regulations of the PRC.

The Company’s predecessor is Shenzhen Pagoda Orchard Industrial Development Co., Ltd. The Company was incorporated on December 3, 2001. The predecessor modified its registration and became a joint stock company with limited liability by means of sponsorship. We obtained the Business License issued by Shenzhen Administration for Market Regulation on April 10, 2020.

The Company’s Unified Social Credit Code: 914403007152447549。

The sponsors of the Company are as follows: Yu Huiyong, Shenzhen Hongyuan Shanguo Investment Development Limited Partnership\* (深圳市宏願善果投資發展企業(有限合夥)), Shenzhen Hengyili Investment Development Center Limited Partnership\* (深圳市恒義利投資發展中心(有限合夥)), Beijing Tiantu Xingbei Investment Center Limited Partnership\* (北京天圖興北投資中心(有限合夥)), Shenzhen Huilin Industrial Development Co., Ltd.\* (深圳惠林實業發展有限責任公司), Ningbo Meishan Bonded Port District CICC Haoze Equity Investment Partnership Limited Partnership\* (寧波梅山保稅港區中金浩澤股權投資合夥企業(有限合夥)), Shenzhen China Merchant Equity Investment Partnership Limited Partnership\* (深圳國調招商併購股權投資基金合夥企業(有限合夥)), Xinyu Unicorn Investment Management Partnership Limited Partnership\* (新余獨角獸投資管理合夥企業(有限合夥)), Beijing Heshun Liru Enterprise Management Center Limited Partnership\* (北京合順利如企業管理中心(有限合夥)), Beijing Huizhi Zhongxiang Enterprise Management Center Limited Partnership\* (北京匯智眾享企業管理中心(有限合夥)), Shenzhen Xingxintou Investment Partnership Limited Partnership\* (深圳市星鑫投投資合夥企業(有限合夥)), Shenzhen Tiantu Xinghui Investment Limited Partnership\* (深圳天圖興慧投資合夥企業(有限合夥)), Henan Zhanxin Industry Investment Fund Limited Partnership\* (河南省戰新產業投資基金(有限合夥)), Ningbo Meishan Bonded Port District Zhichun Equity Investment Partnership Limited Partnership\* (寧波梅山保稅港區知春股權投資合夥企業(有限合夥)), Shenzhen CICC Qianhai Bole No. 1 Fund Center Limited Partnership\* (深圳中金前海伯樂一號基金中心(有限合夥)), Shenzhen Lingyu Jishi Equity Investment Partnership (Limited Partnership)\* (深圳市領譽基石股權投資合夥企業(有限合夥)), Shanghai Free Trade Zone No. 3 Equity Investment Fund Partnership Limited Partnership\* (上海自貿試驗區三期股權投資基金合夥企業(有限合夥)), Guangzhou Mingrui No. 8 Industry Investment Partnership Limited Partnership\* (廣州明睿八號實業投資合夥企業(有限合夥)), Li Hongwei, Huang Weixiong, Suzhou Tiantu Xingsu Equity Investment Center Limited Partnership\* (蘇州天圖興蘇股權投資中心(有限合夥)), Cai Jintao, Ningbo Meishan Bonded Port District Kunxin Xiangyi

Investment Partnership Limited Partnership\* (寧波梅山保稅港區鯤信襄益投資合夥企業(有限合夥)), Suzhou Yuanhan Equity Investment Partnership Limited Partnership\* (蘇州源瀚股權投資合夥企業(有限合夥)), Chengdu Tiantu Tiantou Dongfeng Equity Investment Fund Center Limited Partnership\* (成都天圖天投東風股權投資基金中心(有限合夥)), Liu Gang, Su Meisong, Qianhai Equity Investment Fund Limited Partnership\* (前海股權投資基金(有限合夥)), Shenzhen Jinyafu Lide Investment Limited Partnership\* (深圳市金雅福禮德投資企業(有限合夥)), Shenzhen Xingshun Investment Limited Partnership\* (深圳興順投資合夥企業(有限合夥)), Shenzhen Futian Hongtu Equity Investment Fund Partnership (Limited Partnership)\* (深圳市福田紅土股權投資基金合夥企業(有限合夥)), Zhang Yungen, Wu Xianfeng, Shenzhen Xingsi Investment Limited Partnership\* (深圳興思投資合夥企業(有限合夥)), Guangzhou Yuexiu Innovative Industry No. 2 Investment Fund Partnership Limited Partnership\* (廣州越秀新興產業二期投資基金合夥企業(有限合夥)), Huang Chuangru, Zheng Zhijian, Shenzhen Zhuopu Investment Development Partnership Limited Partnership\* (深圳卓璞投資發展企業(有限合夥)), Hongtu Heding (Zhuhai) Industrial Development Fund Limited Partnership\* (紅土和鼎(珠海)產業投資基金(有限合夥)), Shenzhen Innovative Capital Group Co., Ltd.\* (深圳市創新投資集團有限公司), Beijing Yitang Hongtu Integrated Circuit and Internet Investment Fund Center Limited Partnership\* (北京屹唐紅土集成電路與互聯網投資基金中心(有限合夥)), Chen Dezhong, Zhangshu City Hengwang Investment Management Limited Partnership\* (樟樹市恒旺投資管理中心(有限合夥)), Chen Jihong, Tian Jianzhang, Xinyu Shuoguo Investment Center Limited Partnership\* (新余碩果投資中心(有限合夥)), Liu Yunhua, Shenzhen CICC Qianhai Baima No. 4 Fund Center Limited Partnership\* (深圳中金前海白馬四號基金中心(有限合夥))。

**Article 2** The Company's registered names are:

Full name in Chinese: 深圳百果園實業(集團)股份有限公司

Full name in English: Shenzhen Pagoda Industrial (Group) Corporation Limited

**Article 3** The Company's address: 6A-2, 6/F, Block A, Yantian Modern Industry Service Center (Phase I), No. 3018 Shayan Road, Tianxin Community, Shatoujiao Street, Yantian District, Shenzhen.

Postal code: 518000

**Article 4** The legal representative of the Company is the chairman of the Board of Directors.

**Article 5** The business term of the Company is permanent operation.

**Article 6** The Articles of Association, being the code of conduct for the Company, are considered and approved at the shareholders' general meeting of the Company and shall become effective on the date when the overseas-listed foreign shares, permitted by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), in replace of the original articles of association filed with the administrative authority for industry and commerce. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.

**Article 7** The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers of the Company; all of whom are entitled, according to the Articles of Association, to make claims in respect of rights concerning the matters of the Company.

Pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company without violating the provisions of the Articles of Association; the Company may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; and shareholders may institute legal proceedings against directors, supervisors and senior management officers of the Company.

“Legal proceedings” referred to in the preceding paragraph include any legal action brought before a court and any arbitration application submitted to an arbitration institution.

**Article 8** The Company may invest in other limited liability companies, joint stock limited companies or other entities, and the Company’s liabilities to an investee entity shall be limited to the amount of its capital contribution to such investee entity.

The Company shall not become a capital contributor that shall bear the joint and several liabilities for the debts of the entities it invests in, unless it is otherwise provided for by laws.

**Article 9** “Senior management officers” referred to in the Articles of Association include the general manager, vice general manager, financial officer, secretary to the Board of Directors and other senior management members as determined by the Board of Directors of the Company.

## **Chapter 2 Objectives and Scope of Business of the Company**

**Article 10** The objectives of business of the Company are “offer delicious fruits and enjoyable lifestyle to people”.

**Article 11** The business scope of the Company includes:

The scope and field of business: consulting services (excluding restricted items); purchase and sale of primary agricultural products and daily necessities; investment in setting up industries (specific items are declared separately); enterprise management consulting and planning (excluding restricted items); real estate brokerage; domestic trade; fruit carving; fruit sales; flower sales; information technology consulting, technical services. Marketing planning; e-commerce; advertising communication, advertising planning, import and export agency; rental of automated teller machines; domestic cargo transport agency; cargo handling and loading and unloading services; design and sale of packaging materials, paper products, wood products, metal products and plastic products; Design and production of signboards and light boxes. Online sale of agricultural products, food, agricultural and sideline foods, condiments, grain and oil products, rice, flour, meat, and cooked food; vending machine sales (including juice and fruits); e-commerce operations. The licensed business items are: production and sale of fruit juice; sales of fruit juice, dried fruit, prepackaged food (excluding prepackaged foods that require reheating), dairy products (excluding infant formula); warehousing services; fruit sales and processing; catering services; vocational skills education; sales of printed products (including books); food packaging.

The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.

### Chapter 3 Shares and Registered Capital

**Article 12** There must, at all times, be ordinary shares in the Company. Ordinary shares issued by the Company include domestic shares and foreign shares. Subject to the approval of the company approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.

**Article 13** The share of the Company is in the form of stock. The shares issued by the Company shall each have a par value of RMB1.

Renminbi referred to in the preceding paragraph shall mean the lawful currency of the People's Republic of China.

**Article 14** Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.

Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.

The domestic shares issued by the Company and the overseas listed shares shall rank pari passu in any distribution made in the form of dividends or other forms.

**Article 15** Subject to the approval of the securities authority of the State Council, the Company may issue shares to domestic investors and foreign investors.

Foreign investors referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in Hong Kong, Macau and Taiwan region. Domestic investors mean those investors who subscribe for the Company's shares and who are located within the territory of the People's Republic of China excluding the regions mentioned above.

**Article 16** Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares which are listed overseas are called overseas-listed foreign shares; foreign shares which are not listed overseas are called non-overseas-listed foreign shares. Domestic shares and non – overseas-listed foreign shares are collectively referred to as non-listed shares. Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.

Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions which are recognized by the foreign exchange authority of the PRC and which can be used to pay the share price to the Company.

**Article 17** With the approval of the securities department concerned of the State Council, shareholders holding "trading only" shares may list all or part of their "trading only" shares overseas. When the above-mentioned shares are listed and traded in an overseas stock exchange, they shall also comply with the regulatory procedures, regulations and requirements of the overseas stock exchange.

If the above-mentioned shares are listed and traded in an overseas stock exchange, and there is no need to hold general meetings or class meetings to vote.

The “trading only” shares and foreign shares that are listed and traded in an overseas stock exchange after being approved by the securities department concerned of the State Council are shares of the same class, which are collectively referred to as foreign shares.

**Article 18** The Company, at the time of its establishment, issued 21,900,720 ordinary shares to its promoters, all of which are subscribed and held by the promoters of the Company, among which:

Yu Huiyong subscribed and held 5,605,956 shares, representing 25.5971% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Hongyuan Shanguo Investment Development Limited Partnership subscribed and held 1,894,401 shares, representing 8.6499% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Hengyili Investment Development Center Limited Partnership subscribed and held 1,761,738 shares, representing 8.0442% of the total number of ordinary shares issued by the Company at the time of its establishment;

Beijing Tiantu Xingbei Investment Center Limited Partnership subscribed and held 1,350,000 shares, representing 6.1642% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Huilin Industrial Development Co., Ltd. subscribed and held 859,522 shares, representing 3.9247% of the total number of ordinary shares issued by the Company at the time of its establishment;

Ningbo Meishan Bonded Port District CICC Haoze Equity Investment Partnership Limited Partnership subscribed and held 709,641 shares, representing 3.2403% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen China Merchant Equity Investment Partnership Limited Partnership subscribed and held 696,220 shares, representing 3.179% of the total number of ordinary shares issued by the Company at the time of its establishment;

Xinyu Unicorn Investment Management Partnership Limited Partnership subscribed and held 696,220 shares, representing 3.179% of the total number of ordinary shares issued by the Company at the time of its establishment;

Beijing Heshun Liru Enterprise Management Center Limited Partnership subscribed and held 683,525 shares, representing 3.121% of the total number of ordinary shares issued by the Company at the time of its establishment;

Beijing Huizhi Zhongxiang Enterprise Management Center Limited Partnership subscribed and held 627,996 shares, representing 2.8675% of the total number of ordinary shares issued by the Company at the time of its establishment;



Shenzhen Xingxintou Investment Partnership Limited Partnership subscribed and held 558,314 shares, representing 2.5493% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Tiantu Xinghui Investment Limited Partnership subscribed and held 547,518 shares, representing 2.5% of the total number of ordinary shares issued by the Company at the time of its establishment;

Henan Zhanxin Industry Investment Fund Limited Partnership subscribed and held 465,041 shares, representing 2.1234% of the total number of ordinary shares issued by the Company at the time of its establishment;

Ningbo Meishan Bonded Port District Zhichun Equity Investment Partnership Limited Partnership subscribed and held 417,658 shares, representing 1.9071% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen CICC Qianhai Bole No. 1 Fund Center Limited Partnership subscribed and held 392,558 shares, representing 1.7924% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Lingyu Jishi Equity Investment Partnership (Limited Partnership) subscribed and held 348,781 shares, representing 1.5926% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shanghai Free Trade Zone No. 3 Equity Investment Fund Partnership Limited Partnership subscribed and held 339,722 shares, representing 1.5512% of the total number of ordinary shares issued by the Company at the time of its establishment;

Guangzhou Mingrui No. 8 Industry Investment Partnership Limited Partnership subscribed and held 313,903 shares, representing 1.4333% of the total number of ordinary shares issued by the Company at the time of its establishment;

Li Hongwei subscribed and held 297,000 shares, representing 1.3561% of the total number of ordinary shares issued by the Company at the time of its establishment;

Huang Weixiong subscribed and held 270,000 shares, representing 1.2328% of the total number of ordinary shares issued by the Company at the time of its establishment;

Suzhou Tiantu Xingsu Equity Investment Center Limited Partnership subscribed and held 260,802 shares, representing 1.1908% of the total number of ordinary shares issued by the Company at the time of its establishment;

Cai Jintao subscribed and held 242,912 shares, representing 1.1092% of the total number of ordinary shares issued by the Company at the time of its establishment;

Ningbo Meishan Bonded Port District Kunxin Xiangyi Investment Partnership Limited Partnership subscribed and held 235,725 shares, representing 1.0763% of the total number of ordinary shares issued by the Company at the time of its establishment;

Suzhou Yuanhan Equity Investment Partnership Limited Partnership subscribed and held 232,521 shares, representing 1.0617% of the total number of ordinary shares issued by the Company at the time of its establishment;

Chengdu Tiantu Tiantou Dongfeng Equity Investment Fund Center Limited Partnership subscribed and held 193,856 shares, representing 0.8852% of the total number of ordinary shares issued by the Company at the time of its establishment;

Liu Gang subscribed and held 191,102 shares, representing 0.8726% of the total number of ordinary shares issued by the Company at the time of its establishment;

Su Meisong subscribed and held 135,000 shares, representing 0.6164% of the total number of ordinary shares issued by the Company at the time of its establishment;

Qianhai Equity Investment Fund Limited Partnership subscribed and held 134,993 shares, representing 0.6164% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Jinyafu Lide Investment Limited Partnership subscribed and held 135,000 shares, representing 0.6164% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Xingshun Investment Limited Partnership subscribed and held 127,754 shares, representing 0.5833% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Futian Hongtu Equity Investment Fund Partnership (Limited Partnership) subscribed and held 116,695 shares, representing 0.5328% of the total number of ordinary shares issued by the Company at the time of its establishment;

Zhang Yungen subscribed and held 112,762 shares, representing 0.5149% of the total number of ordinary shares issued by the Company at the time of its establishment;

Wu Xianfeng subscribed and held 105,104 shares, representing 0.4799% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Xingsi Investment Limited Partnership subscribed and held 98,707 shares, representing 0.4507% of the total number of ordinary shares issued by the Company at the time of its establishment;

Guangzhou Yuexiu Innovative Industry No. 2 Investment Fund Partnership Limited Partnership subscribed and held 93,008 shares, representing 0.4247% of the total number of ordinary shares issued by the Company at the time of its establishment;

Huang Chuangru subscribed and held 76,489 shares, representing 0.3492% of the total number of ordinary shares issued by the Company at the time of its establishment;

Zheng Zhijian subscribed and held 76,489 shares, representing 0.3492% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Zhuopu Investment Development Partnership Limited Partnership subscribed and held 70,739 shares, representing 0.323% of the total number of ordinary shares issued by the Company at the time of its establishment;

Hongtu Hedding (Zhuhai) Industrial Development Fund Limited Partnership subscribed and held 70,016 shares, representing 0.3197% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen Innovative Capital Group Co., Ltd. subscribed and held 46,677 shares, representing 0.2131% of the total number of ordinary shares issued by the Company at the time of its establishment;

Beijing Yitang Hongtu Integrated Circuit and Internet Investment Fund Center Limited Partnership subscribed and held 46,677 shares, representing 0.2131% of the total number of ordinary shares issued by the Company at the time of its establishment;

Chen Dezhong subscribed and held 44,996 shares, representing 0.2055% of the total number of ordinary shares issued by the Company at the time of its establishment;

Zhangshu City Hengwang Investment Management Limited Partnership subscribed and held 42,537 shares, representing 0.1942% of the total number of ordinary shares issued by the Company at the time of its establishment;

Chen Jihong subscribed and held 40,600 shares, representing 0.1854% of the total number of ordinary shares issued by the Company at the time of its establishment;

Tian Jianzhang subscribed and held 40,400 shares, representing 0.1845% of the total number of ordinary shares issued by the Company at the time of its establishment;

Xinyu Shuoguo Investment Center Limited Partnership subscribed and held 38,641 shares, representing 0.1764% of the total number of ordinary shares issued by the Company at the time of its establishment;

Liu Yunhua subscribed and held 27,960 shares, representing 0.1277% of the total number of ordinary shares issued by the Company at the time of its establishment;

Shenzhen CICC Qianhai Baima No. 4 Fund Center Limited Partnership subscribed and held 26,841 shares, representing 0.1226% of the total number of ordinary shares issued by the Company at the time of its establishment.

**Article 19** Upon the completion of the initial public offering of overseas listed foreign shares (including the exercise of over-allotment) and conversion of unlisted domestic shares into overseas listed foreign shares (H Shares), the share capital structure of the Company is as follows: 1,588,544,000 ordinary shares, of which 405,927,395 are domestic shares, representing 25.55% of the total ordinary share capital; 1,094,072,605 are H Shares converted from domestic shares, representing 68.87% of the total ordinary share capital; 78,947,500 are H Shares issued pursuant to the global offering (before any exercise of the over-allotment option), representing 4.97% of the total ordinary share capital; 9,596,500 are H Shares issued pursuant to partial exercise of the over-allotment option, representing 0.61% of the total ordinary share capital.

**Article 20** The Company's Board of Directors may implement, through separate offerings, the proposals for the issuance of overseas-listed foreign shares and domestic shares upon approval by the securities authority of the State Council.

The Company may implement separately its proposals to issue overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities

**Article 21** Where the total number of shares stated in the proposal for the issuance of shares includes overseas-listed foreign shares and domestic shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.

**Article 22** The registered capital of the Company shall be RMB1,588,544,000.

**Article 23** Unless otherwise provided by the PRC laws, administrative regulations and the laws of the place where the Company's shares are listed and rules of the securities regulatory authorities, fully-paid shares of the Company are freely transferable and are not subject to any lien. The transfer of foreign shares listed in Hong Kong shall be registered with the share registrar entrusted by the Company in Hong Kong.

#### **Chapter 4 Increase, Reduction and Repurchase of Shares**

**Article 24** Based on its operating and development needs, the Company may, pursuant to the laws, regulations and the Articles of Association, increase its capital in the following ways:

- (1) offering new shares to non-specially-designated investors for subscription;
- (2) placing new shares to its existing shareholders;
- (3) distributing bonus shares to its existing shareholders;
- (4) issuing new shares to specially-designated investors;
- (5) conversion of capital reserve into share capital;
- (6) any other means which are stipulated by laws and administrative regulations and approved by the relevant regulatory authority.

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 PRC laws and administrative regulations.

**Article 25** The Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the Company Law, other relevant requirements and the Articles of Association.

**Article 26** The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.

The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish an announcement in a newspaper within 30 days from the date of such resolution. A creditor has the right within 30 days from the date its receives the above notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts.

**Article 27** The Company may, in accordance with the provisions set out in the laws, administrative regulations, the Listing Rules of Hong Kong Stock Exchange, departmental rules and the Articles of Association, repurchase its shares under the following circumstances:

- (1) for the purpose of reducing its registered capital;
- (2) merging with another company which holds the shares of the Company;
- (3) utilizing shares for employee stock ownership plan or equity incentive;
- (4) acquiring the shares upon request by shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company;
- (5) utilizing the shares for conversion to corporate bonds which are convertible into shares issued by the Company;
- (6) where it is necessary to safeguard the value of the Company and the interests of its shareholders;  
or
- (7) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.

**Article 28** The Company may purchase shares of the Company in one of the following ways:

- (1) making a pro rata general offer of repurchase to all its shareholders;
- (2) repurchasing shares through public trading on a stock exchange;
- (3) repurchasing by an off-market agreement outside a stock exchange;
- (4) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.

If the Company acquires its own shares under provisions set out in subparagraphs (3), (5) and (6) of Article 27 herein, the transaction shall be carried out in an open and centralized manner.

**Article 29** The purchase by the Company of its own shares for the circumstances set forth in subparagraphs (1) to (2) of Article 27 shall be subject to the resolution by its general meeting. The shares purchased for the circumstances set out in subparagraphs (3), (5) or (6) of Article 27 shall obtain approval from a Board meeting where over two-thirds of the directors are present.

**Article 30** The Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles of Association, before it can repurchase shares, or repurchase shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, release or vary, or waive its rights under, an agreement which has been so entered into.

An agreement for the repurchase of shares referred to in the preceding paragraph includes (without limitation) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.

The Company shall not assign a contract for the repurchase of its shares or any right contained in such agreement.

If laws, administrative regulations, departmental rules, the Articles of Association and The Stock Exchange of Hong Kong Ltd. have other provisions on the relevant matters involved in the repurchased shares, such provisions shall prevail.

**Article 31** Shares lawfully repurchased by the Company under subparagraph (1) of Article 27 herein shall be canceled within ten days from the date of repurchase; for those shares repurchased under subparagraphs (2) and (4) of Article 27 herein shall be transferred or canceled within 6 months thereafter; and the shares acquired by the Company in accordance with subparagraph (3), (5) and (6) of Article 27 herein shall not exceed 10% of the total issued share capital of the Company, and the purchased shares shall be transferred or canceled within three years.

After canceling the repurchased shares lawfully, the Company shall apply to the original companies' registration authority for registration of the change of its registered capital and issue a relevant announcement accordingly.

The aggregate par value of the canceled shares shall be deducted from the Company's registered capital.

**Article 32** The Company shall not accept any share certificate of the Company as the subject of the pledge.

**Article 33** Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:

- (1) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose;

- (2) where the Company repurchases its shares at a premium to its par value, payment up to the par value may be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be made as follows:
  - i. if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;
  - ii. if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account (or capital reserve account) (including the premiums from the fresh issue) at the time of the repurchase;
- (3) the Company shall make the following payments out of the Company's distributable profits:
  - i. payment for the acquisition of the right to repurchase its shares;
  - ii. payment for variation of any contract for the repurchase of its shares;
  - iii. payment for the release of its obligations under any contract for the repurchase of shares;
- (4) after the Company's registered capital has been reduced by the aggregate par value of the canceled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account (or capital reserve fund account).

## **Chapter 5 Financial Assistance for Acquisition of Shares of the Company**

**Article 34** The Company or its subsidiaries shall not, at any time and in any manner, provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company. The said person includes any person who has directly or indirectly incurs any obligations due to the acquisition of shares of the Company.

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

This article does not apply to the circumstances as stated in Article 36 of this Chapter.

**Article 35** The financial assistance as referred to in this Chapter includes, but not limited to, the following:

- (1) assistance given by way of gift;
- (2) assistance given by way of guarantee (including the provision of any undertaking or property to secure the performance of obligations by the obligor) or indemnity (other than an indemnity in respect of the Company's own default), or by way of release or waiver;
- (3) assistance given by way of a loan; or entering into an agreement under which the Company needs to perform its obligations ahead of the other contracting parties; or a change in the parties to, or the assignment of rights arising under such loan or such agreement; and
- (4) assistance given by the Company in any other manner when the Company is insolvent or has no net assets or where its net assets would thereby be reduced to a material extent.

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

**Article 36** The following acts shall not be deemed to be acts as prohibited in Article 34 herein:

- (1) the provision of financial assistance where the Company's principal purpose for giving that assistance is genuinely for the Company's interests and not for the purpose of acquiring the Shares, or the provision of such assistance is incidental to some broader objective of the Company;
- (2) the lawful distribution of the Company's assets by way of dividend;
- (3) the allotment of bonus shares as dividends;
- (4) a reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;
- (5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and
- (6) the Company's contributions to employees' share schemes (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).



## Chapter 6 Share Certificates and Register of Shareholders

**Article 37** Share certificates of the Company shall be in registered form.

In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.

During the listing of the overseas-listed shares on the Hong Kong Stock Exchange, the Company shall at any time ensure that the following statements are included in all documents of title (including overseas-listed shares certificates) of securities that are listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:

- (1) the purchaser of the shares and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law and other relevant laws, administrative regulations, the Special Regulations and the Articles of Association;
- (2) the purchaser of the shares agrees with the Company, each of the Company's shareholders, directors, supervisors and senior management officers of the Company, and the Company, acting on behalf of itself and each of the directors, supervisors and senior management officers of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights in relation to the Company's affairs arising from the Articles of Association or any rights or obligations under the Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive;
- (3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder;
- (4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management officers, pursuant to which the directors and senior management officers undertake to observe and fulfill their responsibilities under the Articles of Association to the shareholders.

**Article 38** Shares of the Company may be transferred, donated, inherited and pledged in accordance with relevant laws, administrative regulations and the Articles of Association. The instruments and other documents related to the transfer of the ownership of shares must be registered with the share registrar entrusted by the Company.

**Article 39** The share certificates shall be signed by the chairman of the Board of Directors. Where the stock exchange on which the Company's shares are listed requires the share certificates to be signed by other senior management officers, the share certificates shall also be signed by such senior management officers. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed or printed with the Company's seal under the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors of the Company or other relevant senior management officers on the share certificates may also be in printed form.

Under the conditions of paperless issuance and transactions, other requirements stipulated by the laws of the place where the shares of the Company are listed and rules of the securities regulatory authorities shall prevail.

**Article 40** The Company shall maintain a register of shareholders and register the following particulars:

- (1) the name, address (residence), occupation or nature of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) the amount paid-up or payable in respect of shares held by each shareholder;
- (4) the serial numbers of the shares held by each shareholder;
- (5) the date on which each shareholder registers as a shareholder;
- (6) the date on which each shareholder ceases to be a shareholder.

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

**Article 41** On the premise of complying with the Articles of Association and all other applicable regulations, once the shares of the Company are transferred, the share transferee shall be the holder of such shares, and his/her name shall be listed in the register of members.

The instruments and other documents related to or affecting the transfer of the ownership of any foreign share shall be registered. If any fee is required for registration, such fee shall not exceed the maximum fee prescribed by The Stock Exchange of Hong Kong Ltd.

When two or more persons are registered as joint holders of any share, they shall be deemed to be joint holders of the share subject to the following provisions:

- (1) If the power is granted to restrict the number of shareholders in the joint account, the number of shareholders in the joint account shall not exceed four;
- (2) All joint shareholders of any share shall be jointly and severally liable for all amounts payable in respect of the share;

- (3) In case of the death of one of the joint shareholders, only the surviving joint shareholders shall be deemed by the Company to have the ownership of the shares concerned, but the Board of Directors has the right to require the submission of the death certificate of the relevant shareholder which it deems appropriate for the amendments of the register of members; and
- (4) With respect to joint shareholders of any share, any joint shareholder may attend or exercise the voting rights of relevant share (whether in person or by proxy) at the general meeting of the Company. If more than one joint shareholder attends the general meeting of shareholders in person or by proxy, only the one listed first in the register of members is entitled to vote on such shares.

**Article 42** The Company may, in accordance with the mutual understanding and agreements made between the securities authority of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas-listed shares outside China and appoint overseas agent(s) to manage such register. The original copy of register of holders of overseas-listed shares listed in Hong Kong shall be maintained in Hong Kong.

The Company shall maintain a duplicate of the register of holders of overseas-listed shares at the Company's corporate domicile. The appointed overseas agent(s) shall ensure the consistency between the original version and the duplicate register of holders of overseas-listed shares at all times.

If there is any inconsistency between the original version and the duplicate register of holders of overseas-listed shares, the original version shall prevail.

**Article 43** The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following parts:

- (1) the register of shareholders maintained at the Company's corporate domicile (other than those registers of shareholders as described in subparagraphs (2) and (3) of this Article);
- (2) the register of shareholders in respect of the holders of overseas-listed shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located;
- (3) the register of shareholders maintained at such other place as the Board of Directors may consider necessary for the purpose of listing of the Company's shares.

**Article 44** Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.

Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.

**Article 45** All transfers of overseas-listed shares shall be carried out in general or common format, or any other written transfer instrument format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time); a written transfer document may be signed under hand or (where the transferor or transferee is a corporation) by the company's seal. In the event that the transferor or transferee of the shares of the Company is a recognized clearing house (hereinafter referred to as the "Recognized Clearing House") as defined under the law of Hong Kong or its agent, a written transfer instrument may be signed in a machine-printed form.

All paid-up overseas-listed shares which are listed in Hong Kong are freely transferable pursuant to the Articles of Association. However, the Board of Directors may refuse to recognize any instrument of transfer without giving any reason, unless:

- (1) the transfer instrument and other documents relating to likely affecting the ownership of any shares shall be registered and shall pay fee to the Company for registration in accordance with the charging standard prescribed by the Hong Kong Listing Rules and the fee shall not exceed the maximum fee specified in the Hong Kong Listing Rules of Hong Kong Stock Exchange from time to time;
- (2) the instrument of transfer involves only the overseas-listed shares listed in Hong Kong;
- (3) the stamp duty payable on the instrument of transfer has been paid;
- (4) the relevant share certificates and evidence reasonably required by the Board of Directors showing that the transferor has the right to transfer such shares shall be provided;
- (5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed 4;
- (6) The relevant shares are not subject to any lien of the Company; and
- (7) no transfer shall be made to minors or persons of unsound mind or others under legal disability.

If the Company refuses to register any transfer of shares, it shall provide the transferor and the transferee of the shares with a notification of refusal in relation to registration of shares within two months from the application for registration.

**Article 46** Shares held by promoters of the Company shall not be transferred within one year after the Company's establishment. The shares issued before the public offering by the Company shall not be transferred within one year from the date when the shares of the Company are listed and traded in the stock exchange.

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 such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his or her possession; The Company's shares shall not be transferred within one year from the date on which the Company's shares are first listed and traded on a stock exchange. Such personnel shall not transfer the Company's shares in their possession within half year after they have terminated their employment with the Company.

**Article 47** The amendments of registration of the Company's register of members before the convening of the general meeting of shareholders or before the base day when the Company decides to distribute dividends shall be carried out according to the applicable laws and regulations of the Company and the rules of the stock exchange where the Company's shares are listed, the laws and the rules of the securities regulatory authority therein for the period of suspension of registration of the register of members.

**Article 48** Where the Company convenes a shareholders' general meeting, distributes dividends, liquidates and carries out other activities which would require the determination of shareholdings, the Board of Directors shall fix a date for ascertainment of the shareholding. Upon the close of such date, the shareholders who remain on the register shall be deemed as the shareholders of the Company.

**Article 49** Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.

**Article 50** Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificates (the "Original Certificates") are lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").

If a holder of the domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the relevant requirements of the Company Law.

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

**Article 51** If a holder of overseas-listed shares loses his share certificates and applies for their replacement, the issue of replacement certificates to that holder shall comply with the following requirements:

- (1) the applicant shall submit an application in the form prescribed by the Company accompanied by a notarial document or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the Relevant Shares;
- (2) no statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the Relevant Shares before the Company came to a decision to issue the replacement certificates;
- (3) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board of Directors. The announcement shall be made at least once every 30 days in a period of 90 days. The newspapers designated by the Board of Directors shall be at least one Chinese and English newspaper recognized by the Hong Kong Stock Exchange;

- (4) the Company shall, prior to the publication of its announcement of intention to issue a replacement certificate, deliver to the Hong Kong Stock Exchange a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from the Hong Kong Stock Exchange that the announcement has been exhibited at its premises. The announcement shall be exhibited at the premises of the Hong Kong Stock Exchange for a period of 90 days. In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published;
- (5) if, upon expiration of the 90-day period referred to in subparagraphs (3) and (4) of this Article, the Company has not received from any person any objection to the issuance of replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application;
- (6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and issue in the register of shareholders accordingly;
- (7) all expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.

**Article 52** Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforesaid new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of shareholders.

**Article 53** The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the Original Certificate or the issuance of the replacement certificate, unless the claimant proves that the Company has acted fraudulently.

## **Chapter 7 Rights and Obligations of Shareholders**

**Article 54** A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.

A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by him; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

All classes of shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other form.

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

The Company shall not exercise any power to freeze or otherwise impair any of its rights attached to shares only because any person directly or indirectly owning interests has not disclosed his/her interests to the Company.

**Article 55** Holders of ordinary shares of the Company shall have the following rights:

- (I) the right to receive dividends and other distributions in proportion to the number of shares held;
- (II) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at shareholders' general meetings in proportion to the number of shares held in accordance with laws;
- (III) the right to supervise and manage the Company's business operations, and to put forward proposals and raise inquiries;
- (IV) the right to transfer, give or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;
- (V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:
  - 1. a copy of the Articles of Association upon payment of a reasonable charge;
  - 2. the right to inspect, and copy subject to payment of a reasonable charge:
    - (1) a copy of register of all classes of shareholders;
    - (2) personal particulars of directors, supervisors, senior management officers of the Company;
    - (3) a report on the state of the issued share capital of the Company;
    - (4) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;
    - (5) special resolutions of the Company;
    - (6) reports showing the quantity and par value in respect of each class of shares repurchased by the Company since the end of the last financial year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and overseas-listed shares);
    - (7) minutes of the shareholders' general meetings (for shareholders' review only);
    - (8) corporate bond counterfoils;

The Company shall deposit the documents in clauses (1) to (7) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the Main Board Listing Rules available for free inspection of the public and the holders of overseas-listed shares.

The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel. If a shareholder divulges the above relevant information after obtaining the information in accordance with the provisions of the Articles of Association, causing damage to the legitimate interests of the Company, the shareholder shall be liable for compensation for the relevant losses caused to the Company in accordance with the law.

- (VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;
- (VII) any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.

**Article 56** Holders of ordinary shares of the Company shall assume the following obligations:

- (1) to abide by the laws, administrative regulations and the Articles of Association;
- (2) to pay subscription monies according to the number of shares subscribed and the method of subscription;
- (3) to assume liability of the Company based on the shares held by them;
- (4) not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations;
- (5) other obligations imposed by laws, administrative regulations, regulatory rules of the place where the Company's Shares are Listed and the Articles of Association.

Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.

**Article 57** In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:

- (1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;
- (2) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company;
- (3) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive another shareholder of his personal interest, including, but not limited to, any allocation right and voting right, but excluding any corporate restructuring proposal submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.



**Article 58** For the purpose of the Articles of Association, a “controlling shareholder” means a shareholder who satisfies any one of the following conditions:

- (1) any person acting on his own or in concert with other parties has the power to elect not less than half of the directors;
- (2) any person acting on his own or in concert with other parties has the power to exercise or control the exercise of 30% or more of the voting rights of the Company;
- (3) any person acting on his own or in concert with other parties holds 30% or more of the outstanding shares of the Company;
- (4) any person acting on his own or in concert with other parties has actual control over the Company in any other manner;
- (5) Other persons prescribed by relevant laws, administrative regulations or the listing rules of the place where the Company’s shares are listed.

## **Chapter 8 Shareholders’ General Meetings**

**Article 59** The shareholders’ general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with laws.

**Article 60** The shareholders’ general meeting shall have the following functions and powers:

- (1) to decide the Company’s operational guidelines and investment schemes;
- (2) to elect and remove directors and supervisors who both are not staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;
- (3) to consider and approve the reports of the Board of Directors;
- (4) to consider and approve the reports of the Board of Supervisors;
- (5) to consider and approve the Company’s annual financial budgets and final accounts;
- (6) to consider and approve the Company’s profit distribution plan and plan for recovery of losses;
- (7) to resolve on increase or reduction in the Company’s registered capital;
- (8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;
- (9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;
- (10) to amend the Articles of Association;

- (11) to consider and approve the motions put forward by shareholders individually or jointly holding 3% or more of the Company's shares with voting rights;
- (12) to decide the engagement, re-appointment or dismissal of the accounting firms;
- (13) to consider and approve the external guarantees subject to the approval of the shareholders' general meeting;
- (14) to consider and approve the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;
- (15) to consider and approve the connected transactions and major transactions (as defined in the Listing Rules of the Hong Kong Stock Exchange) that need to be considered and approved by the general meeting in accordance with the Hong Kong Listing Rules;
- (16) to consider and approve the provision of financial assistance (including the granting of credit, lending, or granting indemnity, guarantees or collateral in respect of loans, other than to subsidiaries of the Company) that shall be considered and approved by the general meeting as required by the Hong Kong Listing Rules;
- (17) to consider and approve the share plan;
- (18) making a resolution on the Company's repurchasing of the Company's shares due to the circumstances specified in Items (1) and Item (2) of Article 27 of the Articles of Association;
- (19) to resolve on any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;
- (20) to consider other matters as required by the listing rules of the stock exchange of the locality on which the Company's shares are listed.

**Article 61** The shareholders' general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the general meeting:

Subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional overseas-listed shares not exceeding 20% of the overseas-listed shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules);

To authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid-term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.

**Article 62** The Company shall not, without the prior approval of the shareholders' general meeting, enter into any contract with any party (other than the directors, supervisors and senior management) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.

**Article 63** A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within 6 months from the close of the preceding accounting year.

Extraordinary general meetings shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within 2 months from the occurrence of any of the following circumstances:

- (1) when 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;
- (2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;
- (3) where any shareholder(s) holding individually or collectively 10% or more of the Company's shares request(s) in writing for the convening of an extraordinary general meeting;
- (4) when deemed necessary by the Board of Directors or when requested by the Board of Supervisors;
- (5) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company's shares are listed or the Articles of Association.

**Article 64** Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:

- (1) Shareholders individually or collectively holding 10% or more of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders' meeting. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders' meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).
- (2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s) individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may request by written requisition(s) the Board of Supervisors to convene the extraordinary general meeting or class shareholders' meeting.
- (3) Where the Board of Supervisors fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for more than 90 consecutive days, individually or collectively holding 10% or more of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord within four months upon the Board having received such request. The convening procedures shall, to the extent possible, be identical to procedures according to which general meetings are to be convened by the Board.

All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.

**Article 65** When the Company convenes a general meeting, shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall be entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.

**Article 66** Where the Company convenes an annual general meeting, a notice shall be given at least 21 days before the meeting to notify each of the shareholders of matters to be deliberated and the time and venue of the meeting. In the case of an extraordinary general meeting, it shall issue a notice 15 days prior to the meeting to notify each of the shareholders. The duration of the aforesaid periods shall not include the day on which the meeting is convened. If there are laws, regulations and other provisions of the securities regulatory authority of the place where the Company's shares are listed, such laws, regulations and provisions shall prevail.

Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

The notice of a shareholders' general meeting served on the holders of overseas-listed shares may be published through the websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

**Article 67** A general meeting shall not pass a resolution on matters not specified in the notices as referred in Article 65 and Article 66 of these Articles of Association.

**Article 68** Notice of a shareholders' general meeting shall:

- (1) be in writing;
- (2) specify the time, place and date of the meeting;
- (3) set out the matters to be considered at the meeting;
- (4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited

to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;

- (5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor and senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor or senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;
- (6) set out the full text of any special resolution proposed to be passed at the meeting;
- (7) contain conspicuously a statement that a shareholder entitled to attend and vote 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 of the Company;
- (8) specify the time and place for lodging proxy forms for the relevant meeting.

**Article 69** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at the meeting.

**Article 70** Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one person (whether or not a shareholder) as his proxy to attend and vote on his behalf. If the shareholder is a Company, it can appoint a representative to attend and vote. If the shareholder of the Company has appointed a representative to attend, the shareholder is deemed to be present in person. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:

- (1) the shareholder's right to speak at the meeting;
- (2) the right to demand, whether on his own or together with others, a poll;
- (3) exercise voting right by way of poll.

If the shareholder is a recognized clearing house (or its nominee) as defined in the relevant regulations formulated by Hong Kong from time to time, the shareholder may authorize one or more persons as it thinks fit to act as its representative at any general meeting or any class of shareholders' meeting; However, if more than one person is authorized, the power of attorney shall specify the number and type of shares involved in the authorization of each of such persons, and the power of attorney shall be signed by the authorized person of the recognized clearing house. The authorized person can exercise rights on behalf of the recognized clearing house (or its nominee), and must have the same legal rights as other shareholders, including the right to speak and vote.

**Article 71** The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorized.

**Article 72** The instrument appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.

If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders' general meeting of the Company as the appointor's representative.

**Article 73** Any form issued to a shareholder by the Board of Directors of the Company for the purpose of appointing a proxy of shareholder shall be in such form which enables the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed and in respect of each individual matters to be voted on at the meeting. Such a form shall contain a statement that in the absence of instructions from the appointor, the proxy may vote as he thinks fit.

Save as provided above, the aforesaid proxy form shall also contain the following: number of shares represented by and name of the proxy; whether voting power is granted to the proxy; whether the proxy is entitled to vote for the temporary resolution proposed at any shareholders' general meeting; instruction of voting if voting power is granted; date of appointing a proxy and the effective period for such appointment. Where a shareholder appoints more than one proxy, he shall specify the number of shares represented by each proxy in the proxy form.

Where the shareholders' general meeting is attended by proxy, he shall produce the identification proof and letter of authorization signed by the appointor or its legal representative which indicates the date of appointing. Where corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce the identification proof and the copy of the notarized certified resolutions of the board of directors or other authorities of the legal person appointing the said legal representative or other certified copy permitted by the Company.

**Article 74** Where the appointor has deceased, incapacitated to act, withdrawn the appointment or the power of attorney or where the relevant shares have been transferred prior to the voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

**Article 75** A shareholders' general meeting shall be convened by the Board of Directors and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the vice-chairman shall chair and preside over the meeting; if the vice-chairman is unable or fails to perform such duties, a director elected jointly by more than half of the directors shall chair and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting (other than HKSCC Nominees).

**Article 76** The Company shall formulate rules of procedure for its general meeting, stipulating in detail the convening and voting procedures of the general meeting, including notification, registration, voting, counting of votes, announcement of voting results, formation and signing of resolutions of the meeting, announcement, etc., as well as the principle of authorisation of the general meeting to the Board of Directors. The rules of procedure for the general meeting shall be formulated by the Board of Directors and approved by the general meeting.

**Article 77** Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.

To adopt an ordinary resolution, more than one-half of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

To adopt a special resolution, two-thirds or more of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting. If a shareholder or his proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his proxy shall not be counted in the voting results of the Company.

**Article 78** 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 votes upon voting at the shareholders' general meeting. However, shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.

Where any shareholder is, under the applicable laws and regulations and the Listing Rules of Hong Kong Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.

**Article 79** The shareholders' meeting shall vote by a show of hands unless the following persons require voting by ballot before or after a show of hands:

- (1) chairman of the meeting;
- (2) At least two shareholders with voting rights or nominees of shareholders with voting rights;
- (3) One or more shareholders (including shareholders' nominees) holding more than 10% of the shares with voting rights at the meeting calculated separately or jointly.

Unless someone proposes to vote by ballot, the chairman of the meeting shall announce whether the resolution has been passed based on the result of the show of hands and record it in the minutes of the meeting as the final basis, without proving the number of votes for or against the resolution passed at the meeting or the proportion of votes.

The request for voting by ballot may be revoked by the person tendering the request.

**Article 80** If the matter requiring voting by ballot is to elect the chairman of the meeting or to suspend the meeting, a vote by ballot shall be taken immediately; For other matters requiring voting by ballot, the chairman shall decide when to vote, and the meeting may continue to discuss other matters. The result of voting shall still be deemed as the resolution passed at the meeting.

**Article 81** On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes needs not to vote in favor for or against in the same way.

**Article 82** In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

**Article 83** The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:

- (1) work reports of the Board of Directors and the Board of Supervisors;
- (2) plans formulated by the Board of Directors for distribution of profits and for making up losses;
- (3) appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;
- (4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;
- (5) the annual report of the Company;
- (6) resolutions on the engagement, dismissal or non-renewal of the accounting firm of the Company;
- (7) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.

**Article 84** The following matters shall be resolved by special resolutions at a shareholders' general meeting:

- (1) increase in or reduction of the Company's share capital, and issue of shares of any class, warrants and other similar securities;
- (2) issue of corporate debentures of the Company;
- (3) demerger, merger, dissolution and liquidation of the Company;
- (4) change of corporate form of the Company;
- (5) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;



- (6) amendment to the Articles of Association and other constitution documents;
- (7) any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution;
- (8) other matters required by the Listing Rules of Hong Kong Stock Exchange to be adopted by a special resolution.

**Article 85** The directors, supervisors and senior management officers who attend the meeting or attend the meeting as non-voting participants shall make replies or explanation in respect of inquiries of shareholders at the shareholders' general meeting, except for those matters in relation to business secrets of the Company which cannot be made public.

**Article 86** The chairman of the meeting shall determine whether a resolution at a shareholders' general meeting is passed based on the voting result. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.

**Article 87** At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:

- (1) shareholders individually or collectively holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company should be delivered to the Company at least 7 days before the convening of the shareholders' general meeting.
- (2) within the number of members as specified by the Articles of Association and based on the number of proposed candidates for election, directors and supervisors may propose a list of recommended candidates for directors and supervisors, which shall be submitted to the Board of Directors and Board of Supervisors for approval. After the list of candidates for directors and supervisors is determined based on the examination by the Board of Directors and Board of Supervisors and the adoption of a resolution, it should be proposed in writing at a general meeting.
- (3) the written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and no later than seven days prior to the shareholders' general meeting). The Board of Directors and Board of Supervisors shall provide shareholders with biographical details and basic information on the candidates for directors and supervisors.

- (4) the period given by the Company to nominate a candidate for election as a director or a supervisor and nominees for providing the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting).
- (5) in the shareholders' general meeting, voting for each candidate for a director and supervisor shall be taken separately.
- (6) in the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and Board of Supervisors shall put forward a proposal to the general meeting for such election or replacement.

**Article 88** If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the 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, and the chairman of the meeting shall have the votes counted immediately.

**Article 89** If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.

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 90** Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days following the verification of his identity and receipt of reasonable charges.

## **Chapter 9 Special Procedures for Voting by Class Shareholders**

**Article 91** Shareholders holding different classes of shares are referred to as class shareholders.

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

Save for shareholders of other classes, holders of domestic shares and holders of overseas-listed shares are deemed to be different classes of shareholders.

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

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

**Article 92** Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting and by the affected class shareholders at a separate shareholders' meeting convened in accordance with Articles 94 to 98 of the Articles of Association.

No approval by a shareholders' general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company's shares are listed, and those resulting from decisions made by domestic and foreign regulatory authorities.

The transfer by the Company's holders of domestic shares of all or part of the shares held thereby to overseas investors for listing and trading overseas, or the conversion of all or part of domestic shares into overseas-listed shares for listing and trading on overseas stock exchanges, shall not be deemed as the Company's intention to vary or abrogate the rights of class shareholders.

**Article 93** Unless otherwise stipulated by laws, administrative regulations and the Articles of Association, the following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:

- (1) 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 dividends or other privileges equal or superior to the shares of such class;
- (2) 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;
- (3) to remove or reduce the rights in respect of accrued dividends or the cumulative dividends attached to shares of such class;
- (4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;
- (5) 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;
- (6) to remove or reduce rights to receive payables from the Company in a particular currency attached to shares of such class;
- (7) to create a new class of shares with voting right, right to dividends or other privileges equal or superior to those of the shares of such class;
- (8) to restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;

- (9) to grant the right to subscribe for, or convert into, shares of such or another class;
- (10) to increase the rights or privileges of shares of another class;
- (11) 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; and
- (12) to vary or abrogate any provision of this Chapter.

**Article 94** 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 subparagraphs (2) to (8), (11) and (12) of Article 93 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at class meetings.

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

- (1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on the Hong Kong Stock Exchange under Article 28 of the Articles of Association, a “controlling shareholder” within the meaning of Article 58 of the Articles of Association;
- (2) in the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 28 of the Articles of Association, a shareholder who is related to the agreement; and
- (3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on other shareholders of that class or who has an interest different from those of other shareholders of that class.

**Article 95** 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 94 of the Articles of Association.

**Article 96** Where the Company convenes a class meeting, the time limit for issuing a written notice shall be the same as that for the non-class shareholders’ meeting proposed to be convened together with such class shareholders’ meeting. The written notice shall notify all the registered shareholders of that class of the matters to be considered at the meeting, and the date and the place of the meeting.

When calculating the time limit, the date of meeting shall not be included.

**Article 97** The notice of the class meeting shall only be served on shareholders entitled to vote thereat.

A class meeting shall be conducted under procedures as similar as possible to a shareholders’ general meeting. The provisions of the Articles of Associations which relate to the conduct of any general meetings of shareholders shall apply to any class meetings.

**Article 98** The voting by holders of different classes of shares is not applicable in the following situations:

- (1) where 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 shares;
- (2) where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities authority of the State Council.
- (3) Other situations stipulated by relevant laws, regulations and the Articles of Association.

## **Chapter 10 Board of Directors**

### **Section 1 Directors**

**Article 99** The directors are natural persons, and they do not need to hold shares of the Company. The Company's directors include executive directors, non-executive directors and independent non-executive directors. The executive directors refer to the directors who hold the positions that are responsible for operation and management in the Company. Non-executive directors refer to the directors who do not hold positions that are responsible for business management in the Company and do not have independence according to law. Independent non-executive directors refer to the directors who comply with the provisions of Section 2 of Chapter 10 of the Articles of Association.

Directors shall be elected or replaced at the shareholders' general meetings to hold for a term of 3 years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and re-appointment. Without violating the laws of the place where the Company is listed and the rules of the securities regulatory authority therein, if the Company increases the number of directors, the new director shall only hold office until the issuer's first annual general meeting after his/her appointment, and shall be eligible for re-election at that time. The term of office of a director shall start from the date on which the said director assumes office to the expiry of the current term of the Board of Directors. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to relevant laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected.

The minimum period of notice to the issuer for proposing to elect a person as a director, and the minimum period of notice to the issuer for indicating that the person is willing to accept the election shall be at least 7 days. The period for submitting the notice mentioned above shall be calculated from the date when the issuer dispatches the meeting notice for the election, and the period shall end not later than seven days before the date of the meeting.

**Article 100** On the premise of complying with relevant laws and administrative regulations, the general meeting of shareholders may remove any director whose term of office has not expired by ordinary resolution (but the director's claim for damages under any contract shall not be affected).

**Article 101** A director may resign before expiration of his term of office. The directors who resign shall submit to the Board of Directors a written report in relation to their resignation.

In the event that the resignation of any director during his term of office results in the number of members of the Board of Directors being less than the statutory minimum requirement, the said directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the re-elected directors assume their office.

Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board of Directors. Subject to the relevant laws of the place where the Company's shares are listed and rules of the security's regulatory authority, if the Board of Directors appoints a new director to fill a casual vacancy, the appointed director only holds office until the issuer's first annual general meeting after his appointment, and is eligible for re-election at that time.

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

A Director shall clear all transitional procedures with the Board of Directors on resignation or expiry of term and shall fulfill his fiduciary obligations against the Company and shareholders. The obligations shall not be dismissed after the expiry of term and remain effective within the reasonable period specified by the Articles of Association. A director's confidentiality obligation of the Company's trade secret shall remain valid after the expiration of his/her term of office until the secret becomes public information. The duration of other obligations shall be determined on the principle of fairness, depending on the length of time between the occurrence of the event and his/her departure, and the circumstances and conditions under which the relation with the Company ends.

**Article 102** No director shall act on behalf of the Company or the Board of Directors without the requirement of the Articles of Association or the lawful authorization of the Board of Directors. In the event that a director is acting in his own name, which may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his stance and identity in advance.

## **Section 2 Independent Non-executive Directors**

**Article 103** The Company establishes an independent non-executive director system. An independent non-executive director refers to a director who does not hold any position other than a director in the Company and has no relations with the Company and its major shareholders that may hinder his/her independent and objective judgment.

Unless otherwise provided by the relevant laws, regulations and the listing rules of the stock exchange(s) on which the Company's shares are listed, an independent non-executive director shall be appointed for a term of 3 years, and shall be eligible to offer himself for re-election and reappointment. However, an independent non-executive director's term of office shall not exceed a total of 9 years.

The number of independent non-executive directors of the Company shall be at least three and not less than one-third of the number of the members of the Board of Directors, including at least one financial or accounting professional.

Unless otherwise specified in this section, the provisions of the Articles of Association on directors shall apply to independent non-executive directors.

**Article 104** Independent non-executive directors shall meet the following basic conditions:

Being qualified to be a director and an independent non-executive director of the Company in accordance with laws, administrative regulations, departmental rules, normative documents, relevant regulations of regulatory authorities or the Articles of Association and the Listing Rules of SEHK;

- (1) Independent performance of duties, free from the influence of the Company's major shareholders, actual controllers or other units or individuals with interests in the Company;
- (2) Having a Bachelor's degree or higher or a senior title of relevant major;
- (3) Having relevant knowledge of corporate governance, and being familiar with relevant laws, administrative regulations, departmental rules and normative documents;
- (4) More than 5 years of legal, economic, financial or other work experience conducive to the performance of the duties of independent non-executive directors;
- (5) Being familiar with the Company's operation and management and relevant laws, administrative regulations, departmental rules and normative documents;
- (6) Being able to read, understand and analyze the Company's financial statements;
- (7) Ensuring that there is enough time and energy to effectively perform their duties and promising to abide by their obligations of integrity and diligence.

**Article 105** Before the expiration of the term of office of an independent non-executive director, he/she shall not be removed without justified reasons.

If an independent non-executive director fails to attend the meeting of the Board of Directors in person for three consecutive times, the Board of Directors may request the general meeting of shareholders to replace him/her.

**Article 106** For anything related to the system of independent non-executive directors and not stipulated in this section, it shall be handled in accordance with relevant laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the Company's shares are listed.

### **Section 3 Board of Directors**

**Article 107** The Company has a Board of Directors, which is responsible for the general meeting of shareholders. The Board of Directors consists of 12 directors, amongst, five are executive directors, including one chairman and one vice-chairman, two are non-executive directors; and five are independent non-executive directors.

The Chairman of the Board and the Vice Chairman of the Board shall be elected and removed by more than half of all directors. The Chairman of the Board and the Vice Chairman of the Board shall serve terms of three years and may serve consecutive terms if re-elected.

**Article 108** The Board of Directors exercise the following functions and powers:

- (1) to convene the shareholders' general meeting, propose at the shareholders' general meeting to pass the relevant matters and report its work to the shareholders' general meeting;
- (2) to implement the resolutions of the shareholders' general meetings;
- (3) to determine the medium and long-term development strategy of the Company;
- (4) to decide on the Company's business plans and investment plans;
- (5) to formulate the Company's annual financial budgets and final accounts;
- (6) to formulate the Company's profit distribution plan and plan for recovery of losses;
- (7) to formulate proposals for increases or reductions of the Company's registered capital, and proposals for the issue of corporate debentures or other securities and listing;
- (8) to draft proposals for material asset acquisition or disposal, repurchase of the Company's shares, and merger, demerger, dissolution or change of corporate form of the Company;
- (9) Drawing up a plan for the Company to repurchase its shares under the circumstances specified in Item (1) and Item (2) of Article 27 of the Articles of Association;
- (10) Making a resolution on repurchasing the Company's shares under the circumstances specified in Item (3), Item (5) or Item (6) of Article 27 of the Articles of Association;
- (11) to decide on the establishment of the Company's internal management structure;
- (12) to appoint or dismiss the Company's general manager and the secretary to the Board of Directors; and to appoint or dismiss other senior management officers, such as the vice general manager and the financial officer of the Company pursuant to the nominations of the general manager; appoint or dismiss the core management officers deemed appropriate by the Board of Directors;
- (13) to decide on the matters relating to the remuneration of the aforesaid senior management officers;
- (14) to formulate the Company's basic management system;
- (15) to formulate proposals for amendment to the Articles of Association;



- (16) to propose to the general meeting to consider and approve connected transactions, major transactions and other matters that shall be considered and approved by shareholders in accordance with the Hong Kong Listing Rules;
- (17) to consider and approve the following connected transactions:
  - 1. connected transactions that do not need to be considered and approved by shareholders at the general meeting but need to comply with announcement requirement according to the Hong Kong Listing Rules;
  - 2. connected transactions that are not fully exempted under the Listing Rules of the Hong Kong Stock Exchange;
- (18) to consider and approve the following material transactions:
  - 1. material transaction(s) that do not need to be considered and approved by shareholders at the general meeting but need to comply with announcement requirement according to the Listing Rules of the Hong Kong Stock Exchange;
  - 2. transaction(s), in respect of which, any of the asset ratio, profit ratio, revenue ratio, consideration ratio and equity capital ratio (if applicable) of such transaction(s) or (as required to be aggregated under the Listing Rules of the Hong Kong Stock Exchange) such aggregated transactions (as specified in the Listing Rules of the Hong Kong Stock Exchange, as amended from time to time) is or more than 5% but lower than 25% in accordance with the Listing Rules of the Hong Kong Stock Exchange, as amended from time to time, or transaction(s) in respect of which all applicable ratio are not more than 5% but involves the issue of the Company's shares as consideration for the transaction(s);
- (19) managing the Company's information disclosure according to laws and regulations, the Listing Rules of The Stock Exchange of Hong Kong Ltd. and the Company's internal rules and regulations;
- (20) to decide on other major affairs of the Company, save for matters to be resolved at general meetings as required by the Company Law and the Articles of Association;
- (21) Within the scope permitted by relevant laws and regulations and the Listing Rules of The Stock Exchange of Hong Kong Ltd., the chairman is authorized to participate in reviewing the Company's important business management affairs and corresponding decisions;
- (22) to exercise other functions and powers conferred by the laws and regulations, the Listing Rules of Hong Kong Stock Exchange, the Articles of Association or the general meetings;

Except for the matters specified in Items (7), (8) and (15) which shall be passed by more than two-thirds of the directors, other aforesaid matters shall be passed by more than half of all directors, and the matters specified in Item (16) must be confirmed and passed by all independent non-executive Directors who do not have a material interest in the transaction(s).

**Article 109** The Board of Directors shall formulate rules of procedure for the Board to ensure that the Board can implement the resolutions of the general meeting, improve its work efficiency and ensure scientific decision-making. These rules provide for the convening and voting procedures of the Board of Directors, which shall be formulated by the Board of Directors and approved at the shareholders' general meeting of the Company.

**Article 110** The Board of Directors shall not, without the approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the fixed assets of the Company proposed to be disposed of and where any fixed assets of the Company have been disposed of in the period of four months preceding the proposed disposition, the amount or value of the consideration for any such disposition, exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet tabled before the shareholders in a general meeting.

For the purposes of this Article, disposition of fixed assets includes an act involving a transfer of an interest in certain assets other than providing security by fixed assets.

The validity of a transaction for the disposition of fixed assets by the Company shall not be affected by a breach of paragraph 1 of this Article.

**Article 111** The chairman of the Board of Directors is entitled to the following functions and powers:

- (1) to preside over general meetings and to convene and preside over the board meetings;
- (2) to supervise and check on the implementation of resolutions passed at the meeting of the Board of Directors;
- (3) to sign share certificates, bonds and other marketable securities of the Company;
- (4) Signing important documents of the Board of Directors and other documents that should be signed by the legal representative of the Company, and exercise the powers of the legal representative;
- (5) In the event of force majeure or major emergencies, where the meeting of the Board of Directors cannot be held in a timely manner, exercising the special right of disposal on the Company's affairs in line with legal provisions and the Company's interests, and reporting to the Board of Directors in a timely manner afterwards;
- (6) Organizing and formulating various systems for the operation of the Board of Directors, and coordinating the operation of the Board of Directors;
- (7) Listening to the regular or irregular work reports of the Company's senior executives and give guidance on the implementation of the resolutions of the Board of Directors;
- (8) Nominating candidates for the general manager and the secretary of the Board of Directors of the Company;
- (9) Participating in the review of the Company's important business management affairs and corresponding decisions as authorized by the Board of Directors;

- (10) to exercise any other functions and powers conferred by laws, regulations, the Articles of Association or authorized by the Board of Directors.

The vice-chairman of the board of directors shall assist the chairman of the board of directors in his work. If the chairman of the board of directors fails or is unable to perform his duties, the vice-chairman of the board of directors shall perform such duties; If the vice chairman of the board of directors fails or is unable to perform his duties, a director jointly elected by half or more of all directors may perform such duties.

The Board of Directors may, if necessary, authorize the chairman of the Board of Directors to exercise part of the powers of the Board of Directors when it is in recess.

**Article 112** The Board of Directors shall hold meetings at a regular basis and meetings of the Board of Directors shall be convened at least four times every year, and convened by the chairman of the Board of Directors. A fourteen days' prior written notice for convening the meeting shall be given to all directors.

Under the following circumstances, an extraordinary meeting of the Board of Directors shall be held by the chairman within 5 days upon receipt of proposal:

- (1) when proposed by the shareholders representing one tenth or more of voting rights;
- (2) when proposed jointly by one-thirds or more of the directors;
- (3) when proposed by the chairman of the Board of Directors;
- (4) when proposed by the general manager;
- (5) when proposed by the Board of Supervisors;
- (6) other situations stipulated by laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles of Association.

**Article 113** Notice shall be given to all directors and supervisors fourteen days prior to the regular board meetings, and within a reasonable period prior to extraordinary board meetings. The responsible body of the Company shall serve a written notice convening the board meeting to each director and supervisor by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.

Where an extraordinary board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.

**Article 114** The notice of meeting shall be deemed to have issued to a director if he is present at the meeting and does not raise the issue of non-receipt of such notice prior to or at the time of his arrival at the meeting.

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

**Article 115** The board meeting may not be held unless half or more of the directors are present.

Each director has one vote. Except for provided in laws, administrative 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 116** 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.

The appointed 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 on his behalf, the said director shall be deemed to have waived his right to vote at the meeting.

**Article 117** The Board of Directors may approve the written proposals in lieu of convening meetings of the Board of Directors, but the draft of such proposals shall be delivered to each director through personal delivery, post, fax or e-mail. Such proposal will be passed as a resolution of the Board of Directors, only after it has been delivered to all directors by the Board of Directors, and signed and approved by the required quorum of the directors for decision-making and the signed document for approving such proposal has been delivered to the secretary to the Board of Directors by one of the aforesaid means. Such resolution shall be deemed to have the same legal effect as a resolution passed at a board meeting held in accordance with the procedures set out in the relevant provisions of the Articles of Association.

**Article 118** The Board of Directors shall keep minutes of resolutions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.

#### **Section 4 Special Committees under the Board of Directors**

**Article 119** The Board of Directors may establish special committees (where necessary), and the duties, the personnel composition and rules of procedure of which shall be resolved separately by the Board of Directors. These special committees are ad hoc committees under the Board of Directors which provide advices or advisory opinions for the Board of Directors on material decisions. The special committees shall not make any decision in the name of the Board of Directors. However, the committees may exercise decision-making power in respect of the authorized matters in accordance with a special power given by the Board of Directors.

## **Chapter 11 Secretary to the Board of Directors of the Company**

**Article 120** The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors is a senior management officer of the Company.

**Article 121** The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be nominated by the chairman and appointed or removed by the Board of Directors. His primary duties include:

- (1) to ensure that the Company has complete organizational documents and records;
- (2) to ensure that the Company prepares and submits reports and documents required by competent authorities according to law;
- (3) to ensure the proper maintenance of the Company's register of shareholders, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;

**Article 122** A director or other senior management officers of the Company may concurrently act as the secretary to the Board of Directors. The accountant(s) of the accounting firm which has been appointed by the Company and the management officers of controlling shareholders shall not concurrently act as the secretary to the Board of Directors.

Where the office of secretary to the Board of Directors is held concurrently by a director and an act is required to be done by a director and the secretary to the Board of Directors separately, the person who holds the offices of director and secretary to the Board of Directors may not perform the act in a dual capacity.

## **Chapter 12 The General Manager and Other Senior Management Officers**

**Article 123** The Company shall have one general manager, and a number of vice general managers, who shall be nominated by the general manager. A director may serve concurrently as the senior management.

**Article 124** The senior management shall be appointed or dismissed by the Board of Directors.

**Article 125** The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:

- (1) to be in charge of the Company's production, operation and management, organize the implementation of resolutions of the Board of Directors, and report to the Board of Directors;
- (2) to organize the implementation of the Company's annual business plans and investment plans;
- (3) to draft the Company's the plan for the establishment of the internal management organization;
- (4) to draft the Company's basic management system;

- (5) to formulate the basic rules and specific rules of the Company;
- (6) to propose to the Board of Directors the employment and dismissal of the vice general manager and other senior management officer of the Company;
- (7) to decide to employ and dismiss the responsible management personnel other than those to be employed and dismissed by the Board of Directors;
- (8) Other functions and powers granted by laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles of Association, as well as the Board of Directors.

**Article 126** The general manager shall attend the board meetings and, if not a director, shall not have voting right thereat.

**Article 127** In the exercise of his powers, the general manager shall comply with the laws, administrative regulations and the Articles of Association, and fulfill his duties in good faith and diligence.

**Article 128** The Company shall have one chief financial officer, who shall be appointed or removed by the Board of Directors. The chief financial officer shall be accountable to the Board of Directors and the general manager.

### **Chapter 13 Board of Supervisors**

**Article 129** The Company shall have a Board of Supervisors, which shall exercise its supervisory powers in accordance with the provisions of the laws, administrative regulations and the Articles of Association.

**Article 130** The Board of Supervisors shall be composed of three supervisors, one of whom shall act as the chairman of the Board of Supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.

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.

**Article 131** Members of the Board of Supervisors shall comprise shareholders' representatives supervisors and employee's representative supervisors, and the employees' representative supervisors shall not be less than one-third of the members of the Board of Supervisors. Of which, the representative of staff and workers shall be elected by the Company's staff and workers' congress, the general meeting of staff and workers or other democratic ways.

**Article 132** The directors and senior management officer of the Company shall not act concurrently as supervisors.

**Article 133** The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:

- (1) to examine the financial affairs of the Company;
- (2) to monitor any acts of directors, managers and other senior management officers of the Company in their performance of duties that violate the laws, administrative regulations or the Articles of Association;
- (3) to demand rectification from directors, managers and other senior management officers of the Company when the acts of such abovesaid persons prejudice the Company's interest;
- (4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board of Directors to the Shareholders' general meetings; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;
- (5) to propose to convene an extraordinary general meeting;
- (6) to negotiate with directors and institute legal actions against the same on behalf of the Company;
- (7) to exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.

Supervisors shall attend the board meetings as non-voting participants.

**Article 134** The Board of Supervisors shall convene at least one meeting every six months, which shall be convened by the chairman of the Board of Supervisors.

If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to convene and preside over the meeting of the Board of Supervisors.

The supervisors can propose to convene extraordinary meetings of Board of Supervisors.

In convening the regular or extraordinary meetings of Board of Supervisors, the staff member of the Board of Supervisors shall give a written notice of the meeting a reasonable period before the meeting date. The notice of meeting shall be given to all supervisors by hand, facsimile, email or other means. If a notice is not given by hand, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.

In case of urgency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, the notice of such meeting shall be given by telephone communication or other verbal means at any time provided that the convener of the meeting gives relevant explanation at the meeting.

**Article 135** The method for conducting businesses at the meetings of the Board of Supervisors: any voting at the Board of Supervisors shall be made on a one-person-one-vote basis in the manner of open and written ballot.

The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his/her intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.

The resolution of the Board of Supervisors shall be adopted by more than two-thirds of the members of the Board of Supervisors.

The Board of Supervisors shall record the decisions on matters discussed in the minutes, supervisors who attended the meeting shall sign the minutes of the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept in the domicile of the company.

When voting by way of telecommunications, supervisors shall, after confirming their votes by signing a written opinion on the matter considered and his/her voting intention, fax the same to the office of the Board of Supervisors. Supervisors who cast votes by way of telecommunications shall submit the signed original copy of the voting paper to the Board of Supervisors within the period stipulated in the meeting notice.

**Article 136** In case that the Board of Supervisors discovers any unusual operation of the Company, the Board of Supervisors may investigate it and, when necessary, may engage professionals, such as lawyers and accounting firms, to assist in the work. Any reasonable expenses incurred thereby shall be borne by the Company.

**Article 137** A supervisor shall carry out his supervisory duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.

#### **Chapter 14 Qualification and Obligations of Directors, Supervisors and Senior Management Officers of the Company**

**Article 138** The following persons may not serve as a director, supervisor or senior management officer of the Company:

- (1) an individual who has no civil capacity or has restricted civil capacity;
- (2) persons who have committed the offenses of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offenses, where less than five years have elapsed since the date of the completion of implementation of the penalty or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the implementation of such deprivation;



- (3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;
- (4) persons who were legal representatives of a company or enterprise, which had its business license revoked due to a violation of the law and were ordered to close down, and who were personally liable for the revocation of business license of such company or enterprise, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;
- (5) persons with a comparatively large amount of personal debts due and unsettled;
- (6) persons who have committed criminal offenses and are still under investigation by law administration authorities;
- (7) persons who were not allowed to be heads of enterprises as stipulated by laws and administrative regulations;
- (8) persons who are not natural persons;
- (9) persons who have been convicted of offenses of violating provisions of the relevant securities regulations or offenses of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;
- (10) other persons stipulated by relevant laws of the place where the Company's shares are listed and the rules of the securities regulatory authority.

**Article 139** The validity of the conduct of directors and senior management officers of the Company who have acted on behalf of the Company with respect to third parties who have acted in good faith shall not be affected due to any irregularity in the employment, election or qualification of such directors, president, and other senior management officers.

**Article 140** In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchanges where the Company's shares are listed, each of the Company's directors, supervisors and senior management officers shall owe the following obligations to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:

- (1) not to cause the Company to go beyond the business scope specified in its business license;
- (2) to act honestly in what they consider to be the best interest of the Company;
- (3) not to deprive in any way the Company of its assets, including (but not limited to) opportunities beneficial to the Company;

- (4) not to deprive shareholders of their personal rights and interests, including (but not limited to) rights to distributions and to vote, except in a Company reorganization submitted in accordance with the provisions of the Articles of Association and adopted at a shareholders' general meeting.

**Article 141** Each of the directors, supervisors and senior management officers of the Company have the responsibility, in the exercise of his powers or discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under the similar circumstances.

**Article 142** Each director, supervisor and senior management officers of the Company should abide by his fiduciary principles in the discharge of his duties, and not to place himself in a position where his own interest and his duty may conflict. Such principles include (but are not limited to) the performance of the following obligations:

- (1) to act honestly in what he considers to be in the best interest of the Company;
- (2) to exercise his powers within the scope specified and not to act ultra vires;
- (3) to exercise the discretion vested in him personally and not allow himself to act under the direction of another; unless and to the extent permitted by law, administrative regulations or by the shareholders, having been informed of the relevant facts, at a general meeting, not to delegate the exercise of his discretion;
- (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
- (5) unless otherwise provided for in the Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;
- (6) not to use the Company's assets for his personal benefit in any manner, without the approval of the shareholders, having been informed of the relevant facts, at a general meeting;
- (7) not to use his position to accept bribes or other illegal income and not to expropriate the Company's property in any manner, including (without limitation) opportunities beneficial to the Company;
- (8) not to accept commissions in connection with the Company's transactions without the informed consent of shareholders in a general meeting,;
- (9) to abide by the Articles of Association, faithfully perform his duties and protect the interests of the Company, and not to use his position and powers in the Company to seek personal gain;
- (10) not to compete with the Company in any way except with the informed consent of shareholders given in a general meeting;

- (11) not to misappropriate the Company's funds, not to open any bank account in his own name or other name for the deposit of the Company's assets or funds, and not to violate the provisions of the Articles of Association to lend the Company's funds to others or provide security of the Company's assets for debts of shareholders of the Company or other individuals without the approval of the shareholders given at a general meeting or the Board of Directors;
- (12) without the informed consent of shareholders in a general meeting, not to disclose confidential information on the Company acquired while in office and not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of information to a court or other governmental authorities is permitted where:
  - i. the laws so require;
  - ii. public interests so warrant;
  - iii. the personal interests of the director, supervisor and senior management officers so require.

Any gain arising from the breach of this Article by the personnel mentioned in this Article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.

**Article 143** A director, supervisor or senior management officer of the Company shall not direct the following persons or institutions (hereinafter referred as "related parties") to do what he is not permitted to do:

- (1) the spouse or minor child of the Company's director, supervisor or senior management officer;
- (2) the trustee of the Company's director, supervisor or senior management officer or any person referred to in subparagraph (1) of this Article;
- (3) the partner of the Company's director, supervisor or senior management officer or any person referred to in subparagraphs (1) and (2) of this Article;
- (4) a company in which the Company's director, supervisor or senior management officer, alone or jointly with the person referred to in subparagraphs (1), (2) or (3) of this Article or with other directors, supervisors and senior management officers of the Company, has de facto control; and
- (5) the directors, supervisors and senior management officers of the controlled company referred to in subparagraph (4) of this Article.

**Article 144** The fiduciary duties of a director, supervisor and senior management officers of the Company do not necessarily cease with the termination of his tenure. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his term of office. Other duties may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the occurrence of the matter in question and the termination of his term of office and the circumstances and the terms under which the relationships between him and the Company are terminated.

**Article 145** Except in the circumstances prescribed in Article 57 of the Articles of Association, liabilities of a director, supervisor and senior management officers arising from the violation of a specified duty may be released by informed shareholders at a general meeting.

**Article 146** Where a director, supervisor or senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he shall declare the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal is otherwise subject to the approval of the Board of Directors under the normal circumstances.

A director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board of Directors in respect of any contract, transaction or arrangement in which himself/herself or any of his/her associates as defined in the applicable Listing Rules of Hong Kong Stock Exchange in effect from time to time has any material interest or any other relevant proposals. Unless the interested director, supervisor or senior management officers of the Company has disclosed his interest in accordance with paragraph 1 of this Article and the contract, transaction or arrangement has been approved by the Board of Directors at a meeting in which the interested director, supervisor, the president or other senior management officer is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, supervisor or senior management officer concerned.

A director, supervisor and senior management officers of the Company is deemed to be interested in a contract, transaction or arrangement in which his related parties have interest.

**Article 147** Where a director, supervisor or senior management officer of the Company gives the Board of Directors a general notice in writing stating that, by reason of the facts stated in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be entered into by the Company, then he shall be deemed to have made a disclosure for the purposes of the preceding Article of this Chapter so far as the content stated in such notice is concerned, if such notice shall have been given to the Board of Directors before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.

**Article 148** The Company shall not in any manner pay taxes for its directors, supervisors or senior management officers.

**Article 149** The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with a loan to a director, supervisor or senior management officer of the Company or of the Company's controlling shareholders or any of their respective related parties.

The foregoing provision shall not apply to the following circumstances:

- (1) the provision of a loan or a guarantee for a loan by the Company to its subsidiary;
- (2) the provision in accordance with the terms of an employment contract approved by the shareholders at general meetings of a loan or a guarantee for a loan or any other funds by the Company to any of its directors, supervisors or senior management officers to meet expenditure incurred by him for the purposes of the Company or for the purpose of enabling him to perform properly his duties; and

- (3) the Company may make a loan to or provide a guarantee for a loan to its relevant directors, supervisors or senior management officers or other related parties where the ordinary course of its business is expanded to include the making of loans or the giving of guarantees for loans and provided that the making of such loans or the giving of such guarantees is on normal commercial terms.

**Article 150** A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.

**Article 151** A guarantee for a loan provided by the Company in breach of paragraph 1 of Article 149 of the Articles of Association shall be unenforceable against the Company unless:

- (1) the loan was provided to a related party of a director, supervisor or senior management officers of the Company or its controlling shareholders and at the time the loan was advanced the lender did not know of the relevant circumstances, or
- (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.

**Article 152** For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking of or property provided by guarantor to secure the performance of obligations by the obligor.

**Article 153** In addition to any rights and remedies provided for in relevant laws and administrative regulations, the Company is entitled to adopt the following measures where a director, supervisor or senior management officer of the Company is in breach of his duties owed to the Company:

- (1) to claim against such a director, supervisor or senior management officer for losses incurred by the Company as a result of his breach;
- (2) to rescind any contract or transaction entered into between the Company and such director, supervisor or senior management officer, or between the Company and a third party where such third party has known or should have known such director, supervisor and senior management officer that represents the Company has breached his duties owed to the Company;
- (3) to account for the profits made by the director, supervisor or senior management officers as a result of his breach;
- (4) to recover any monies received by the director, supervisor or senior management officers which should have been received by the Company, including, without limitation, commissions;
- (5) to demand the return of the interest earned or which may have been earned by the director, supervisor or senior management officers on any monies which should have been paid to the Company; and
- (6) to request for judgment through legal proceedings that the properties acquired by directors, supervisors and senior management officers through their breach of duties shall belong to the Company.

**Article 154** The Company shall, with the prior approval of shareholders' general meeting or the Board, enter into a contract in writing with its director, supervisor or senior management officer wherein his emoluments are stipulated. The written contract shall include at least the following provisions:

- (1) Directors, supervisors and senior management officers shall undertake to the Company that they will observe and comply with the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other provisions of the Hong Kong Stock Exchange, and agree that the Company is entitled to access to the remedial measures as prescribed in the Articles of Association. The contract and their positions shall not be transferred;
- (2) Directors, supervisors and senior management officers shall undertake to the Company (for and on behalf of each shareholder) that they will observe and fulfill their obligations to shareholders stipulated in the Articles of Association;
- (3) The arbitration clauses as provided in Article 197 of the Articles of Association.

The aforesaid emoluments include:

- (1) emoluments in respect of his service as director, supervisor or senior management officer of the Company;
- (2) emoluments in respect of his service as director, supervisor or senior management officer of any subsidiary of the Company;
- (3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; and
- (4) payment for compensation for loss of office, or as consideration in connection with his retirement from office.

No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above. The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.

**Article 155** In the contract for emoluments entered into by the Company with its director or supervisor: when the Company is being acquired, provisions shall be made for the right of the director or supervisor to receive, after obtaining the prior consent of shareholders in a general meeting, payments or other amounts by way of compensation for loss of office or for his retirement from office. For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:

- (1) an offer made by any person to all shareholders; or
- (2) an offer made by any person with a view to making the offeror the controlling shareholder. The "controlling shareholder" has the same meaning as defined in the Articles of Association.

If the relevant director or supervisor does not comply with this Article, any sum received by the director or supervisor on account of the payment shall belong to those persons who have sold their shares as a result of accepting the offer, and the expenses incurred by the director or supervisor in distributing that sum on a pro rata basis among those persons shall be borne by him and shall not be deducted from the sum distributed.

## **Chapter 15 Financial and Accounting System**

**Article 156** The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions stipulated by the relevant PRC authorities.

**Article 157** The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.

At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.

The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting standards and regulations, be prepared in accordance with international accounting standards or accounting standards of the place overseas where the Company's shares are listed. If there are any material differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the different sets of financial statements shall be adopted.

The interim results or financial information published or disclosed by the Company shall be prepared in accordance with Chinese accounting standards and regulations, and also in accordance with the international or overseas accounting standards of the place where the Company is listed.

**Article 158** The Company's Board of Directors shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and regulatory documents promulgated by the local government and the competent governmental authorities require the Company to prepare.

**Article 159** The Company shall not maintain books of accounts other than those provided for by law. The Company's assets shall not be deposited in an account maintained in the name of any individual.

**Article 160** The Company's financial reports shall be made available for shareholders' inspection at the Company at least 21 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.

The financial report mentioned in the preceding paragraph shall include the directors' report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws, and administrative regulations), the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow) or (under the condition of no violation of the PRC laws) financial highlights approved by the Hong Kong Stock Exchange.

The Company shall deliver or send such financial report to every holder of its overseas-listed shares by pre-paid post at the addresses of such shareholders as recorded in the register of members no less than 21 days before the date of the annual general meeting. The Company can proceed by way of announcements, including announcement via the Company's website, on condition that such announcements are in compliance with the laws, administrative regulations, departmental rules, laws of the place where the Company's shares are listed and rules of the securities regulatory body.

**Article 161** The Company shall publish its financial reports prepared in accordance with international accounting standards or accounting standards of overseas where the shares are listed, twice every financial year, that is, the interim financial report shall be published within three months after the end of the first six months of each accounting year and the annual financial report shall be published within four months after the end of each accounting year.

## **Chapter 16 Profit Distribution**

**Article 162** When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory common reserve fund. When the cumulated amount of the statutory common reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

Where the statutory common reserve fund of the Company is insufficient to make up for the losses of the Company incurred during the previous years, before making allocation to the statutory common reserve fund in accordance with the preceding paragraph, the profits generated during the current year shall be used to make up for such losses.

After making allocation to the statutory common reserve fund of the Company from its after-tax profits, the Company may, subject to resolutions adopted at a general meeting, also allocate funds from the after-tax profits to the discretionary common reserve fund.

After making up for the losses and making contributions to the common reserve fund, any remaining after-tax profits shall be distributed by the Company to the shareholders in proportion to their respective shareholdings according to the resolutions adopted at the general meeting.

If the shareholders' general meeting has, in violation of the provisions of the preceding paragraph, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the shareholders must return the profits distributed in violation of the provision to the Company.

No profits shall be distributed in respect of the Company's shares held by the Company.

**Article 163** Capital reserve fund includes the following items:

- (1) premium received when shares are issued at a premium to their par value;
- (2) any other income required by the finance regulatory department of the State Council to be included in the capital reserve fund.



**Article 164** The reserve fund of the Company can be applied for making up for losses of the Company, expansion of the Company's production and operation or capitalization for capital increase of the Company, but the capital reserve fund cannot be applied for making up for losses of the Company.

Where the statutory common 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 165** The Company may distribute dividends in the form of (or a combination of both):

- (1) cash;
- (2) shares.

**Article 166** A shareholder is entitled to the interest on the amount paid for shares before the call is made, but the shareholder shall not be entitled to the dividend declared subsequently in relation to the advance payment.

**Article 167** The Company shall appoint a payment receiving agent for holders of overseas-listed shares. The payment 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 shares, and such payment shall be kept by the payment receiving agent on such shareholders' behalf for any payment to them.

The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the shares are listed and the rules of securities regulatory authority.

The payment receiving agent appointed by the Company for holders of overseas-listed shares listed in the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.

The Company has the right to cease sending dividend warrants by post to a holder of overseas-listed shares, such right shall not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, such right may be exercised after the first occasion on which such a warrant is returned undelivered.

With respect to the exercise of power to issue warrants to bearer, the Company shall not issue a new warrant in lieu of the lost warrant unless it is satisfied without reasonable doubt that the original warrant has been destroyed. The Company has the right to sell the shares of foreign share shareholders who cannot be contacted in the way the Board of Directors thinks fit, but the following conditions must be met:

- (1) Dividends of such shares have been declared for at least three times within a 12-year period and the dividends have not been claimed by anyone during such period; and
- (2) Upon expiry of the 12-year period, the Company publishes an announcement on one or more newspapers in the place where the Company is listed, stating its intention to sell the shares, and notifies The Stock Exchange of Hong Kong Ltd. of such intention.

**Article 168** The cash dividends and other amount paid by the Company to the holders of domestic shares shall be paid in Renminbi. The cash dividends and other amount paid by the Company to the holders of overseas-listed shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The foreign currency required for the payment of cash dividends and other amount by the Company to the holders of overseas-listed shares shall be arranged in accordance with the provisions of the PRC in relation to foreign exchange administration.

**Article 169** Unless otherwise provided in the relevant or administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average of the median exchange rate quoted by the People's Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.

## **Chapter 17 Appointment of Accounting Firms**

**Article 170** The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the State to audit the Company's annual financial reports and review the Company's other financial reports.

The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.

**Article 171** The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.

**Article 172** The accounting firm appointed by the Company shall have the following rights:

- (1) the right to review the books, records and vouchers of the Company at any time, the right to require the directors or senior management officers of the Company to supply relevant information and explanations;
- (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties; and
- (3) the right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.

The Company shall provide the accounting firm appointed with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information. The Company shall not refuse to provide or hide the same or make false reports.

**Article 173** 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 in which a vacancy arises.

**Article 174** The shareholders in a general meeting may by ordinary resolution remove an accounting firm before the expiry of its term of office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim for damages in respect of such removal.

**Article 175** The remuneration of an accounting firm or the manner in which such remuneration is determined shall be decided by the shareholders' general meeting.

**Article 176** The Company's appointment, removal and non-renewal of an accounting firm shall be resolved upon by the shareholders in general meeting. Such resolution shall be filed with the securities authority of the State Council.

If the Company proposes to remove its 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 general meeting of shareholders.

Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to reappoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:

- (1) A copy of the appointment or removal proposal shall be sent (before notice of the shareholders' general meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.

Leaving includes leaving by removal, resignation and retirement.

- (2) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations are received too late) take the following measures:
  - i. in any notice of meeting held for making the resolution, state the fact of the representations having been made by the leaving accounting firm; and
  - ii. attach a copy of the representations to the notice and send it to each shareholder who is entitled to receive the notice of the shareholders' general meeting in the manner stipulated in the Articles of Association.
- (3) If the Company fails to send out the accounting firm's representations in the manner set out in subparagraph (2) of this Article, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.
- (4) An accounting firm which is leaving its post shall be entitled to attend:
  - i. the shareholders' general meeting at which its term of office would otherwise have expired;

- ii. the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and
- iii. the shareholders' general meeting which is convened as a result of its resignation.

The accounting firm which is leaving its post shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.

**Article 177** 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. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.

The accounting firm may resign its office by depositing at the Company's legal address a written notice of resignation, which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:

- i. a statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of the shareholders or creditors of the Company; or
- ii. a statement of any such circumstances that should be explained.

The Company shall, within fourteen days after receipt of the written notice referred to in this Article, send a copy of the notice to the relevant governing authority. If the notice contains a statement under subparagraph (ii) of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed shares (i.e. the shareholder who entitles to receive the financial report of the Company) at the address registered in the register of shareholders.

Where the accounting firm's notice of resignation contains a statement under subparagraph (ii) of this Article, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.

## **Chapter 18 Notices**

**Article 178** Notices of the Company may be delivered by the following means:

- (1) by designated person;
- (2) by mail;
- (3) by fax or electronic mail;
- (4) by way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchanges where the Company's shares are listed;

- (5) by way of announcement;
- (6) by any other means as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;
- (7) by any other means as approved by securities regulatory authorities at the places where the Company's shares are listed or as specified in 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 by the securities authority of the State Council. For notices issued by the Company to the holders of overseas-listed shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for in-real-time release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall also be published on the Company's website at the same time.

Holders of the Company's overseas-listed shares shall select electronic version or mail in writing to receive corporate communication that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.

Shareholders or directors who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the correct address by ordinary means or by prepaid mail within the designated periods.

Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of Hong Kong Stock Exchange, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Listing Rules of Hong Kong Stock Exchange as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Listing Rules of Hong Kong Stock Exchange.

**Article 179** Unless otherwise stated in the Articles of Association, the various ways of sending notices specified in the preceding paragraph 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 180** In respect of the date of receiving a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the addressee on the note of receipt. If the notice is delivered by post, it shall be deemed to be received after 48 hours from the date upon which the post office receives the notice. If the notice is delivered by way of fax or electronic mail or by way of publishing information on websites, it shall be deemed to be received on the date it is sent or published. If the notice is delivered by way of announcement, it shall be deemed to be received on the date on which the announcement is first published. Such announcement shall be published on the newspapers that satisfy the relevant requirements.

**Article 181** In the event that the listing rules of the stock exchange where the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the intent stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by the applicable laws and regulations and pursuant to the applicable laws and regulations.

## **Chapter 19 Merger and Demerger of the Company**

**Article 182** In the event of the merger or demerger of the Company, a plan shall be proposed by the Company's 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 formality pursuant to the law. Shareholders who oppose the plan of merger or demerger 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 content of the resolution of merger or demerger of the Company shall constitute special documents which shall be available for inspection by the shareholders.

The aforesaid documents shall be sent to each holder of overseas-listed shares by post.

**Article 183** The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

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

Upon the merger, creditors' right or indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.

**Article 184** In the event of a demerger of the Company, its assets shall be divided up accordingly.

In the event of a demerger, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on demerger and shall publish public announcements in the newspaper within 30 days from the date of such resolution.

Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the demerger, the succeeded companies after the demerger shall jointly assume the indebtedness of the Company which has been incurred before such demerger.

**Article 185** The Company shall, in accordance with laws, 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 demerger. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with laws. Where a new company is established, the Company shall apply for registration thereof in accordance with laws.

## **Chapter 20 Dissolution and Liquidation of the Company**

**Article 186** In any of the following circumstances, the Company shall be dissolved:

- (1) the business term expires;
- (2) a resolution on dissolution is passed by shareholders' general meeting;
- (3) dissolution is necessary due to a merger or demerger of the Company;
- (4) The Company is declared bankruptcy according to law due to its inability to pay off its debts as they fall due;
- (5) the Company's business license is revoked or it is ordered to close down or it is wound up according to laws;
- (6) where the Company's operations and management encounter serious difficulty, and its continuation will cause substantial loss to the interests of the shareholders and no solution can be found through any other channel, shareholders holding 10% or more of the total voting rights of the Company may make requisition to the people's court to dissolve the Company;
- (7) other circumstances under which the Company shall be dissolved as required by laws and regulations.

**Article 187** Where the Company is dissolved pursuant to previous subparagraphs (1) and (2), a liquidation committee shall be set up within 15 days from the date upon which the cause of dissolution arises, and its composition shall be determined by an ordinary resolution at the shareholders' general meeting.

Where the Company is dissolved pursuant to previous subparagraph (4) and (6), a liquidation committee shall be set up to start the liquidation process by relevant shareholders, relevant authorities and relevant professionals, organized by the people's court in accordance with relevant laws, within 15 days from the date upon which the cause of dissolution arises.

Where the Company is dissolved pursuant to previous subparagraph (5), a liquidation committee shall be set up to start the liquidation process by relevant shareholders, relevant authorities and relevant professionals, organized by competent authority.

**Article 188** Where the Board of Directors decides to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the Board of Directors shall include a statement in its notice convening the shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board of Directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.

Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease.

The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting on completion of the liquidation.

**Article 189** During the liquidation period, the liquidation committee shall exercise the following functions and powers:

- (1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (2) to notify creditors by notice or public announcements;
- (3) to dispose of and liquidate any unfinished businesses of the Company;
- (4) to pay outstanding taxes and taxes incurred during the liquidation process;
- (5) to settle claims and debts;
- (6) to deal with the remaining assets after the Company's debts having been paid in full;
- (7) to represent the Company in any civil proceedings.

**Article 190** The liquidation committee shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement on a newspaper. The creditors may declare their claims to the liquidation committee within 30 days from the date they receive such notice or within 45 days from the date of announcement if no such notice is received.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide evidences. The liquidation committee shall register such claims.

During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

**Article 191** The liquidation committee shall, after examining the Company's assets and preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the shareholders' general meeting or the relevant governing authority for confirmation.



The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment 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 shall not commence any new business activities.

**Article 192** If the liquidation committee, having examined the Company's assets and having prepared a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to pay its debts in full, it shall immediately apply to the people's court for a declaration of insolvency.

After the people's court has declared the Company insolvent, the liquidation committee shall turn over any matters regarding the liquidation to the people's court.

**Article 193** Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and a statement of the receipts and payments and financial books during the period of liquidation, which shall be examined and verified by the PRC certified public accountants and submitted to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall also within 30 days after such confirmation, submit the preceding documents to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.

## **Chapter 21 Amendments to the Articles of Association**

**Article 194** The Company may amend the Articles of Association according to the provisions of laws, administrative regulations and the Articles of Association.

**Article 195** The Articles of Association shall be amended under any of the following circumstances:

- (1) After the amendment of the Company Law or relevant laws and administrative regulations, the matters stipulated in the Articles of Association conflict with the provisions of the amended laws and administrative regulations;
- (2) The matters recorded in the Articles of Association have changed;
- (3) The Shareholders' general meeting decides to amend the Articles of Association.

**Article 196** Amendment to the Articles of Association which involves the contents of the Mandatory Provisions shall become effective upon approval by the company's approving department authorized by the State Council and securities committee of the State Council. Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws.

## Chapter 22 Settlement of Disputes

**Article 197** The Company shall act according to the following principles to settle disputes:

- (1) For any disputes or claims of rights (i) between the Company and its directors or senior management officers; and (ii) between holders of overseas-listed foreign shares and the directors or senior management officers of the Company, that arise based on the rights and obligations stipulated in this contract, the Articles of Association, the Company Law and other relevant laws and administrative regulations, any such disputes or claims of rights relevant to the affairs of the Company shall be referred by the relevant parties to arbitration.

Where the abovementioned dispute or claim of rights is referred to arbitration, it shall be the entire claim or dispute, and all persons (being the Company or shareholders, directors, supervisors or senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall abide by arbitration.

Disputes regarding definition of shareholders and register of shareholders may be resolved other than by way of by arbitration.

- (2) The claimant may refer the arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.

If the claimant refers the arbitration to the Hong Kong International Arbitration Center, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center.

- (3) If any disputes or claims of rights arising out of Item (1) above are settled by way of arbitration, the laws of the People's Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, save as otherwise provided in laws and administrative regulations.
- (4) The decision made by the arbitral bod shall be final and conclusive, and shall be binding on all parties. The arbitration agreement is entered into between the directors or senior management officers and the Company (for itself and on behalf of each of its shareholders). Any arbitration so submitted shall be deemed to authorize the arbitration tribunal to conduct public hearing and announce its ruling.

## Chapter 23 Supplementary Provisions

**Article 198** In the Articles of Association, the meaning of an “accounting firm” is the same as that of “auditors”.

In the Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.

In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” does not include the underlying number.

**Article 199** The Articles of Association are written in Chinese. Should there be any discrepancies between the versions in other languages and the Chinese version, the Chinese version shall prevail.

**Article 200** 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.