THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all or any shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(於中華人民共和國註冊成立之股份有限公司)

(Stock code: 6865)

(1) PROPOSED DECLARATION OF 2023 FINAL DIVIDEND
(2) PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES
(3) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES
(4) THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2023 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2024
(5) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(6) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(7) NOTICE OF 2023 AGM
AND
(8) NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

Notices convening the 2023 AGM and the 2024 First H Share Class Meeting to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yanhe Road, Xiaoshan District, Jiaxing, Zhejiang Province, the People's Republic of China, at 1:30 p.m. on Monday, 17 June 2024 are set out on pages 134 to 140 of this circular.

Proxy forms for use at the 2023 AGM and the 2024 First H Share Class Meeting are also enclosed with this circular. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's H shares registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yanhe Road, Xiaoshan District, Jiaxing, Zhejiang Province, the People's Republic of China (for A Shareholders) as soon as possible but in any event not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

23 May 2024

DEFINITIONS 1

LETTER FROM THE BOARD 4

APPENDIX I – EXPLANATORY STATEMENT 14

APPENDIX II – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION 18

APPENDIX III – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OFOG6IIOG6IIOG6IIOG6IIOG6IIOG6IIOG6IIOG6IIOG6G 17.9(

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2023 AGM	he a nn a l genera l mee ing of he Compa n o be held a he La rge Conference Room, 1s Floor, Fla Gla ss Gro p Co., L d., 1999 Y nhe Roa d, Xi ksho Dis ric , Jia ing, Zhejia ng Pro ince, PRC, a 1:30 p.m. on Monda , 17 J ne 2024, ora n a djo rnmen hereof
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A Sha re(s)	Renminbi-denomina ed ordina r sha re(s) of he Compa n hich ere iss ed in he PRC a nd s bscribed in RMB a nd a re lis ed on he Sha ngha i S ock E cha nge
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Boa rd	he boa rd of direc ors of he Compa n
Compa n	福萊特玻璃集團股份有限公司 (Fla Gla ss Gro p Co., L d.*), a join s ock compa n es a blished in he PRC i h limi ed lia bili , he H Sha res a nd A Sha res of hich a re lis ed on he ma in boa rd of he S ock E cha nge a nd Sha ngha i S ock E cha nge, respec i el
Compa n La	he Compa n La of he PRC
CSRC	Chi a Sec ri ies Reg la or Commission
Direc ors	he direc ors of he Compa n

Effec i e Term	he effec i e erm of he Genera l Ma nda e
H Sha re(s)	ordina r sha re(s) in he sha re ca pia l of he Compa n i h nomina l a l e of RMB0.25 ea ch, hicha re s bscribed fora nd ra ded in Hong Kong dolla rs, a nd lis ed on he S ock E cha nge (s ock code: 6865)
H Sha reholders	holder(s) of H Sha res
HK$	Hong Kong dolla rs, he la f l c rrenc of Hong Kong
Hong Kong	he Hong Kong Specia l Adminis ra i e Region of he PRC
Hong Kong S ock E cha nge or S ock E cha nge	The S ock E cha nge of Hong Kong Limi ed
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福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

II. PROPOSED DECLARATION OF 2023 FINAL DIVIDEND

IV. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES

Reference is made to the announcement of the Company dated 26 March 2024, the Company believes that the repurchase of H Shares is in the interests of the Company and Shareholders as a whole. The Board therefore proposes to seek approval from the Shareholders at the 2023 AGM and the 2024 First Class Meetings to authorise the Board and any of its authorised persons to deal with all matters in connection with the repurchase of a portion of H Shares (the General Mandate). Details of the General Mandate are as follows:

1. Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Hong Kong Stock Exchange of nominal value of RMB0.25 each within the Effective Term in accordance with all applicable laws, regulations, rules and/or requirements of the governmental or regulatory authorities of the People's Republic of China (the PRC"

4. The Board shall be authorised to:

(i) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares as described in paragraphs 1 and 2 above, and as are expedient, necessary or desirable to give effect to such repurchase as it thinks fit, in accordance with the relevant laws, regulations and rules; and

(ii) make such amendments to the Articles of Association of the Company as it thinks fit to reduce the registered capital and reflect the new capital structure of the Company, and to deal with the relevant sat or registration and filing formalities both within and outside the PRC.

Subject to the approval and authorisation of the General Mandate being granted to the Board at the 2023 AGM and the 2024 First Class Meetings, the Board proposes to authorise the Chairman and/or any of his authorised persons to exercise the authority granted to it at the 2023 AGM and the 2024 First Class Meetings to deal with the General Mandate and all other matters which may be authorised by the Board in connection with the repurchase of H Shares.

If, during the Effective Term, the Board or the authorised person of the Board has signed the necessary documents, completed the necessary formalities, and such documents, formalities may need to be performed, carried out or contineded after the end of the Effective Term, the Effective Term will be extended accordingly.

An explanatory statement required under the Listing Rules to be issued to the Shareholders is set out in Appendix I to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote in favour of or against the resolution.

V. THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2023 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2024

The daily related party transactions between the Company and relevant related parties involve leasing staff dormitories, factory buildings, terminal berths and acceptance of logistics services and gas supply services provided by relevant related parties mainly for the ordinary production and operation needs of the Company.

Details of the implementation of the daily related party transactions of the Company in 2023 are set out in the table below:

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Types of related party transactions	Related parties	Amount expected to be incurred in 2023 (including tax)	Actual amount incurred in 2023 (including tax)	Actual amount incurred in 2023 (before tax)	Reason for material difference between estimated amount and actual amount incurred
Lea sing sa ff dormi ories, fac or b ildings	Yihe In es men Co., L d. (義和投資有限公司)	901.66	901.66	849.96	
Lea sing ermima l ber hs	Feng a ng Hongding Por Co., L d. (鳳陽鴻鼎港務有限公司)	180.00	180.00	165.14	
Accepa nce of logis ics ser ices	Jia ing Kaihong Fla S ppl Cha in Ma ma gemen Co., L d. (嘉興凱鴻福萊特供應鏈管理有限公司)	35,000.00	35,984.82	33,947.95	
Accepa nce of ga s s ppl ser ices	Jia Xing Ga s Gro p Co., L d. (嘉興市燃氣集團股份有限公司)	50,000.00	40,461.18	37,120.35	s ppl ension of ma ra l ga s
Toa l		86,081.66	77,527.66	72,083.40	

1. The es ima ed a mo n of rela ed par ransac ion i h Jia ing Kaihong Fla S ppl Cha in Ma ma gemen Co., L d. (Kaihong Flat) in he a bo e a ble a lso incl des he a mo n of rela ed par ransac ion i h i s s bsidia r Kaihong Fla Logis ics (Vie nam) Co., L d. (凱鴻福萊特物流(越南)有限公司) (

Details of the estimated amounts and types of daily related party transactions for 2024 are set out in the table below:

The price for he Compan 's lea sing of sa ff dormi ories, fac or b ildings, ermina l ber hs and a ccepa nce of gas s ppl ser ices pro ided b rele a n reha ed par ies is de ermined i h reference o he pre a iling ma rke prices. The pricing me hod for he Compa n o a ccep logis ics ser ices pro ided b reha ed par ies is he sa me a s ha for he Compa n o a ccep logis ics ser ices pro ided b o her logis ics ser ice pro iders. The pricing principle for reha ed par ransa c ions be een he Compa n and hea bo e reha ed par ies a re ba sed on he principle of fa irness a nd j s , a nd he rele a n a greemen is ma de i h reference o he ma rke price of he sa me pe of ransa c ions in he c rren period. The prices of s ch reha ed par ransa c ions a re in line i h he pre a iling ma rke price le els for he sa me period or a re in he norma l price a nge compa red o simila r ransa c ions.

The Boa rd belie es ha he a bo e reha ed par ransa c ions be een he Compa n and reha ed par ies a re necessa r for he ordina r opera ion of he Compa n and ill s reng hen b siness de elopmen a nd red ce opera iona l cos s of he Compa n . S ch reha ed par ransa c ions follo fa ir, j s ice a nd rea sona ble ma rke -ba sed pricing principles a nd pla a posi i e role in hea c a l prod c ion a nd opera ion of he Compa n . The nei her ha rm he Compa n and i s Sha reholders, especia ll he righ s a nd in eres s of minori Sha reholders, nor do he a ffec he independence of he Compa n or crea e dependence on reha ed par a sa res l of s ch ransa c ions.

The a bo e reha ed par ransa c ions do no cons i e a n connec ed ransa c ions nder Cha p er 14A of he Lis ing R les.

VI. PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments to AoA related to New PRC Regulations

The Boa rd proposes o a mend he Ar icles of Associa ion in ie of he belo a nd o ma ke some o her ho sekeeping a mendmen s (he Amendments to AoA related to New PRC Regulations).

On 17 Febr a r 2023, he Sa e Co ncil (he State Council) of he PRC iss ed he Decision of he Sa e Co ncil o Repea l Cer a in Adminis ra i e Reg la ions a nd Doc men s* (《國務院關於廢止部分行政法規和文件的決定》) a nd he Chi a Sec ri ies Reg la or Commission (he CSRC) iss ed he Tria l Adminis ra i e Mea s res of O ersea s Sec ri ies Offering a nd Lis ing b Domes ic Compa nies* (《境內企業境外發行證券和上市管理試行辦法》) a nd reha ed g idelines (oge her, he New PRC Regulations), hich ca me in o effec on 31 Ma rch 2023. On he sa me da e a s he Ne PRC Reg la ions ook effec , he Ma nda or Pro isions for Compa nies Lis ing O ersea s* (《到境外上市公司章程必備條款》) (he Mandatory Provisions) se for h in Zheng Wei Fa (1994) No. 21* (證委發(1994) 21號文件) iss ed on 27 A g s 1994 b he Sa e Co ncil Sec ri ies Polic Commi ee* (國務院證券委員會) a nd he Sa e Commission for Res r c ring he Economic S s em* (國家經濟體制改革委員會) a nd he Spec ia l Reg la ions on he O ersea s Offering a nd Lis ing of Sha res b Join S ock Limi ed Compa nies* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) iss ed on 4 A g s 1994 b he Sa e Co ncil ere repea led. PRC iss ers sha ll form la e heir a r icles of a ssocia ion i h reference o he G idelines for Ar icles of Associa ion of Lis ed Compa nies* (《上市公司章程指引》) iss ed b he CSRC in pla ce of he Ma nda or Pro isions. In ligh of hea bo e, he S ock E cha nge ha s a dop ed cer a in conseq en ia l a mendmen s o he Lis ing R les hich ca me in o effec on 1 A g s 2023.

Af er he Amendmen s o AoA rela ed o Ne PRC Reg la ions a king effec , he Compa n ill con in e o compl i h he Lis ing R les o mee he core sha reholder pro ec ion s a nda rds hro gh compla nce i h PRC la s in combina ion i h i s cons i iona l doc men s p rs a n o Appendi A1 of he Lis ing R les a nd ill f r her moni or i s ongoing compla nce i h hese sa nda rds a nd no if he S ock E cha nge if i becomes ma ble o compl i h a n of hese sa nda rds.

Amendments to AoA Related to Registered Capital

The Compa n iss ed 40 million A Sha re con er ible bonds a a pa r a l e of RMB100 ea ch on 20 Ma 2022, i h he o a la mo n of ca pia l ra ise d a RMB4,000 million. From 20 J l 2023 o

H Sha reholders ca n a end a nd o e in person or a ppoin a pro o a end a nd o e a he 2023 AGM a nd he 2024 Firs H Sha re Cla ss Mee ing. H Sha reholders ho in end oa ppoin a pro oa end

I L , , , 2023 AGM , 2024 F C M G M B , H .

REASONS FOR REPURCHASING H SHARES

To safeguard the Company's sale and Shareholders' interests and facilitate the Company's healthy development, the Directors believe that the grant of the General Mandate provides the Company with the flexibility to repurchase H Shares, which is beneficial to and in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had a total share capital of 2,351,324,281 Shares, comprising 450,000,000 H Shares with a nominal value of RMB0.25 each and 1,901,324,281 A Shares with a nominal value of RMB0.25 each.

EXERCISE OF THE GENERAL MANDATE

Subject to the passing of the relevant special resolutions to approve the grant of the General Mandate to the Board to repurchase H Shares at the 2023 AGM and the 2024 First Class Meetings, respectively, the Board will be granted the General Mandate to be effective until the earlier of: (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2024; or (ii) the date on which the General Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting. The exercise of the General Mandate is subject to relevant approval(s) by and/or filings with SAFE and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC to be obtained and/or conducted.

In accordance with the Listing Rules, the Company shall not repurchase H Shares if the purchase price is higher by 5% or more than the average closing market price on the Hong Kong Stock Exchange for 5 trading days preceding to the repurchase.

The e ercise in f ll of he General Manda e (on he ba sis of 450,000,000 H Sha res in iss e a s a he La es Pra c ica ble Da e a nd no H Sha res ill be a llo ed a nd iss ed or rep rcha sed b he Compa n on or prior o he da e of he 2023 AGM a nd he 2024 Firs Cla ss Mee ings) o ld res l in a ma im m of 45,000,000 H Sha res ha ma be rep rcha sed b he Compa n d ring he Rele a n Period, being he ma im m of 10% of he o a l H Sha res in iss e a s a he da e of pa ssing he rele a n resol ion(s).

FUNDING OF H SHARES REPURCHASES

In rep rcha sing i s H Sha res, he Compa n in ends o a ppl he Compa n 's self-o ned f nds lega ll a a ila ble for s ch p rpose in a ccorda nce i h he Ar icles of Associa ion a nd he a pplica ble la s, r les a nd reg la ions of he PRC.

GENERAL

The Direc ors consider ha here o ld no bea ma eria la d erse impa c on he orking ca pia l or he gea ring posi ion of he Compa n in he e en ha he General Manda e is o be e ercised in f lla a n ime d ring he proposed rep rcha se period (a s compa red i h he posi ion disclosed in he la es p blished a di ed a cco n s con a ined in he a nn a l repor of he Compa n for he ea r ended 31 December 2023). Ho e er, he Direc ors do no propose o e ercise he General Manda e o s ch e en a s o ld, in he circ ms a nces, he orking ca pia l needs or he gea ring posi ion of he Compa n o ld be ma eria ll a nd a d ersel a ffec ed b he rep rcha se of Sha res. The n mber of H Sha res o be rep rcha sed, he Sha re price a nd o her erms pon hich he sa me a re rep rcha sed ill be decided b he Direc ors a he rele a n ime ha ing rega rded o he ma rke circ ms a nces hen pre a iling, in he bes in eres s of he Compa n .

The Direc ors ill e ercise he po ers of he Compa n o ma ke rep rcha ses nder he General Manda e in a ccorda nce i h he Lis ing R les, he Ar icles of Associa ion a nd he a pplica ble la s, r les a nd reg la ions of he PRC.

H SHARES PRICES

The highes and lo es prices a hich he H Shares ha e been ra ded on he Hong Kong S ock E cha nge d ring ea ch of he el e mon hs preceding he La es Pra c ica ble Da e erea s follo s:

	Highest Price *HK$*	Lowest Price *HK$*
2023		
Ma	25.08	20.61
J ne	27.24	21.05

DISCLOSURE OF INTERESTS

If as a res l of Share rep rchase b he Compan , a s bsan ial Shareholder's propor ion a e in eres in he o ing righ s of he Compan increases, s ch increase ill be rea ed as a nacq isi ion for he p rpose of he Takeo ers Code. Accordingl , a Shareholder, or gro p of Shareholders ac ing in concer , co ld ob ain or consolida e con rol of he Compan or become obliga ed o make a manda or

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital, and apply to the original registration authorities for registration of changes in registered capital.

Article 31 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:

(I) If the Company repurchases shares at nominal value, the payment shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares;

(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital, and apply to the original registration authorities for registration of changes in registered capital.

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(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from

Chapter 6 Shares and Shareholders' Register

Article 35 A Share certificate refers to the certificate evidencing that the shares issued by the Company are held by the shareholder concerned. The Company's shares are all registered shares.

Matters specified in the Company's share certificates shall include:

(I) Company name;

(II) Date of incorporation of the Company;

(III) Shareholder's name and address;

(IV) Class of shares held by each shareholder, par value and the number of shares represented;

(V) Serial number of the share certificate held by each shareholder and the date on which the shares are acquired;

(VI) Other matters to be specified pursuant to the Company Law, Special Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as required by the stock exchange on which the Company's shares are listed.

During the period when the overseas-listed foreign shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all listing documents and ownership certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include the following statements, and shall instruct and promote its share registrar to reject any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar the signed relating to the said shares, which shall include the following statements:

(I) The share purchaser agrees with the Company and each of its shareholders, and the Company agrees with each shareholder to observe and comply with the Company Law, Special Provisions, other relevant laws, administrative regulations and the Articles of Association.

(II) The share purchaser agrees with the Company and each of the Company's shareholders, directors, supervisors, president and senior management, and the Company acting on its behalf and for each director, supervisor, president and senior executive agrees with each shareholder, to refer all disputes or claims arising from the Articles of Association or from the rights or obligations specified in the Company Law or other relevant laws or administrative regulations with respect to the Company's affairs to arbitration in accordance with the Articles of Association, and that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a public hearing in open session and to publish its arbitration award, and the arbitration award shall be final and conclusive.

(III) The share purchaser agrees with the Company and each of its shareholders that the shares of the Company can be transferred freely by the holders.

Chapter 6 Shares and Shareholders' Register

Article 35 A Share certificate refers to the certificate evidencing that the shares issued by the Company are held by the shareholder concerned. The Company's shares are all registered shares.

Matters specified in the Company's share certificates shall include:

(I) Company name;

(II) Date of incorporation of the Company;

(III) Shareholder's name and address;

(IV) Class of shares held by each shareholder, par value and the number of shares represented;

(V) Serial number of the share certificate held by each shareholder and the date on which the shares are acquired;

(VI) Other matters to be specified pursuant to the Company Law, Special Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as required by the stock exchange on which the Company's shares are listed.

During the period when the overseas-listed foreign shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all listing documents and ownership certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include the following statements, and shall instruct and promote its share registrar to reject any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar the signed relating to the said shares, which shall include the following statements:

(I) The share purchaser agrees with the Company and each of its shareholders, and the Company agrees with each shareholder to observe and comply with the Company Law, Special Provisions, other relevant laws, administrative regulations and the Articles of Association.

(II) The share purchaser agrees with the Company and each of the Company's shareholders, directors, supervisors, president and senior management, and the Company acting on its behalf and for each director, supervisor, president and senior executive agrees with each shareholder, to refer all disputes or claims arising from the Articles of Association or from the rights or obligations specified in the Company Law or other relevant laws or administrative regulations with respect to the Company's affairs to arbitration in accordance with the Articles of Association, and that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a public hearing in open session and to publish its arbitration award, and the arbitration award shall be final and conclusive.

(III) The share purchaser agrees with the Company and each of its shareholders that the shares of the Company can be transferred freely by the holders.

~~The share purchaser authorizes the Company to conclude contract on his behalf with each~~ director, ~~president and senior executive, who shall undertake to observe and fulfill duties for shareholders as~~ specified ~~in the Articles of Association~~.

Section 3 Transfer of Shares

Article 27~~36~~ The Company's shares may be lawfully transferred~~, given as a gift, inherited and pledged pursuit to the relevant laws, administrative regulations, departmental rules and the Articles of Association~~

~~The transfer of shares requires registration at the shares registration organ entrusted by the~~ Company.

Article 28~~37~~ The Company does not accept shares of the Company as the subject of any pledge.

~~Article 38 Share certificates shall be signed by the chairman of the board of directors. Other~~ relevant ~~senior management of the Company shall also sign the share certificates if required by the stock~~ exchange ~~with which the Company's shares are listed. The share certificates shall come into effect after sta~~mping or ~~printing of the corporate seal thereon. The share certificates shall only be stamped with the corp~~orate seal ~~under the authorization of the board of directors. The signature of the chairman or other relev~~ant senior ~~executive of the Company may also be printed on the share certi~~ficates.

~~Article 39 The Company shall maintain a shareholders' register recording the following m~~atters:

~~(I) Names (titles), addresses (domiciles), occupations or features of the share~~holders;

~~(II) Class and number of shares held by the shareho~~lders;

~~(III) Monies paid or payable for the shares held by the shareho~~lders;

~~(IV) The serial numbers of the shares held by the shareho~~lders;

~~(V) Date on which the shareholders are registered as shareholde~~rs; and

~~(VI) Date on which the shareholders terminate as shareho~~lders.

~~The shareholders' register is sufficient evidence of the shareholders' shareholdings in the~~ Company ~~unless there is evidence to the contr~~ary.

~~Article 40 The Company may keep the register of holders of overseas-listed foreign shares~~ overseas ~~and entrust it to the care of an overseas agency in accordance with the understanding and agreeme~~nt reached ~~between the securities regulatory authority under the State Council and the overseas securities~~ regulatory ~~authority. The original register of holders of Hong Kong-listed foreign shares shall be kept in Hon~~g Kong.

~~A copy of the register of holders of overseas-listed foreign shares shall be made availab~~le at the ~~Company's domicile; the appointed foreign agency shall at any time ensure the original and the co~~py of the ~~register of holders of overseas-listed foreign shares are con~~sistent.

~~In the event that the records in the original and the copy of the register of holders of overse~~as-listed ~~foreign shares are inconsistent, the original shall pre~~vail.

~~Article 41 The Company shall keep a complete shareholders' register. The shareholders~~' register ~~shall include the following part~~s:

~~(I) Shareholders' register kept at the domicile of the Company, save as specified in (II)~~ and (III) ~~herein~~;

~~(II) The Company's register of holders of overseas-listed foreign shares kept in the plac~~e of the ~~overseas stock exchange where the shares are liste~~d; and

Chapter 6 Shares and Shareholders' Register

Article 35 A Share certificate refers to the certificate evidencing that the shares issued by the Company are held by the shareholder concerned. The Company's shares are all registered shares.

Matters specified in the Company's share certificates shall include:

(I) Company name;

(II) Date of incorporation of the Company;

(III) Shareholder's name and address;

(IV) Class of shares held by each shareholder, par value and the number of shares represented;

(V) Serial number of the share certificate held by each shareholder and the date on which the shares are acquired;

(VI) Other matters to be specified pursuant to the Company Law, Special Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as required by the stock exchange on which the Company's shares are listed.

During the period when the overseas-listed foreign shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all listing documents and ownership certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include the following statements, and shall instruct and promote its share registrar to reject any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar the signed relating to the said shares, which shall include the following statements:

(I) The share purchaser agrees with the Company and each of its shareholders, and the Company agrees with each shareholder to observe and comply with the Company Law, Special Provisions, other relevant laws, administrative regulations and the Articles of Association.

(II) The share purchaser agrees with the Company and each of the Company's shareholders, directors, supervisors, president and senior management, and the Company acting on its behalf and for each director, supervisor, president and senior executive agrees with each shareholder, to refer all disputes or claims arising from the Articles of Association or from the rights or obligations specified in the Company Law or other relevant laws or administrative regulations with respect to the Company's affairs to arbitration in accordance with the Articles of Association, and that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a public hearing in open session and to publish its arbitration award, and the arbitration award shall be final and conclusive.

(III) The share purchaser agrees with the Company and each of its shareholders that the shares of the Company can be transferred freely by the holders.

~~The share purchaser authorizes the Company to conclude contract on his behalf with each~~ director, ~~president and senior executive, who shall undertake to observe and fulfill duties for shareholders as~~ specified ~~in the Articles of Association~~.

Section 3 Transfer of Shares

Article 27~~36~~ The Company's shares may be lawfully transferred~~, given as a gift, inherited and pledged pursuit to the relevant laws, administrative regulations, departmental rules and the Articles of Association~~

~~The transfer of shares requires registration at the shares registration organ entrusted by the~~ Company.

Article 28~~37~~ The Company does not accept shares of the Company as the subject of any pledge.

~~Article 38 Share certificates shall be signed by the chairman of the board of directors. Other~~ relevant ~~senior management of the Company shall also sign the share certificates if required by the stock~~ exchange ~~with which the Company's shares are listed. The share certificates shall come into effect after sta~~mping or ~~printing of the corporate seal thereon. The share certificates shall only be stamped with the corp~~orate seal ~~under the authorization of the board of directors. The signature of the chairman or other relev~~ant senior ~~executive of the Company may also be printed on the share certi~~ficates.

~~Article 39 The Company shall maintain a shareholders' register recording the following m~~atters:

~~(I) Names (titles), addresses (domiciles), occupations or features of the share~~holders;

~~(II) Class and number of shares held by the shareho~~lders;

~~(III) Monies paid or payable for the shares held by the shareho~~lders;

~~(IV) The serial numbers of the shares held by the shareho~~lders;

~~(V) Date on which the shareholders are registered as shareholde~~rs; and

~~(VI) Date on which the shareholders terminate as shareho~~lders.

~~The shareholders' register is sufficient evidence of the shareholders' shareholdings in the~~ Company ~~unless there is evidence to the contr~~ary.

~~Article 40 The Company may keep the register of holders of overseas-listed foreign shares~~ overseas ~~and entrust it to the care of an overseas agency in accordance with the understanding and agreeme~~nt reached ~~between the securities regulatory authority under the State Council and the overseas securities~~ regulatory ~~authority. The original register of holders of Hong Kong-listed foreign shares shall be kept in Hon~~g Kong.

~~A copy of the register of holders of overseas-listed foreign shares shall be made availab~~le at the ~~Company's domicile; the appointed foreign agency shall at any time ensure the original and the co~~py of the ~~register of holders of overseas-listed foreign shares are con~~sistent.

~~In the event that the records in the original and the copy of the register of holders of overse~~as-listed ~~foreign shares are inconsistent, the original shall pre~~vail.

~~Article 41 The Company shall keep a complete shareholders' register. The shareholders~~' register ~~shall include the following part~~s:

~~(I) Shareholders' register kept at the domicile of the Company, save as specified in (II)~~ and (III) ~~herein~~;

~~(II) The Company's register of holders of overseas-listed foreign shares kept in the plac~~e of the ~~overseas stock exchange where the shares are liste~~d; and

~~Transfer of all overseas-listed foreign shares listed in Hong Kong shall be executed with a~~ written ~~transfer instrument in a general or common format or any other format accepted by the board of dire~~ctors; the ~~said transfer instrument may be signed by hand without seal. If the transferor or the transferee is a r~~ecognized ~~clearing house ("Recognized Clearing House") or proxy thereof as defined in the Securities and~~ Futures ~~Ordinance (Chapter 571 of the Laws of Hong Kong), the transfer form can be signed by hand or p~~rint. All ~~transfer instruments shall be kept at the legal address of the Company or other place designated by~~ the board ~~of directors from time to time~~.

Article 29~~44~~ No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange.

The directors, supervisors and senior management shall report to the Co~~mpany on a reg~~ular basis about their shareholdings and changes thereof and shall not transfer more than 25% of the total number of the same class of shares they hold in the Company per annum ~~during their terms of offic~~e, the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company, except for the regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares ~~restrains of shares listed overseas as prescribed~~ in the ~~relevant regulations of the stock exchange at the location where the Company's shares a~~re listed

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

and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others.

paragraph of this Article within 30 days if the board of directors fails to do so. In the event that the board of directors fails to rectify the situation within the said timeline, shareholders may file a legal action to the court in their own name for safeguarding the interests of the Company.

~~(I) The applicant shall submit an application with the standard format designated by the C~~ompany ~~and attach a notarial deed or statutory statement. The content of the notarial deed or~~ statutory ~~statement shall include the reason for application, information about how the share c~~ertificate ~~is lost, and a statement that no other person may request to be registered as shareho~~lder for the ~~relevant share~~s.

~~(II) Before deciding to reissue new share certificate, the Company has not received a state~~ment that ~~anybody other than the applicant requests to be registered as shareholder for the sa~~id shares.

~~(III) After deciding to reissue new share certificate to the applicant, the Company shall~~ publish ~~announcement of reissuance of new share certificate on the newspapers designated by~~ the board ~~of directors for a period of 90 days, with at least one announcement in a 30 day~~ period.

~~(IV) Before publishing the announcement of reissuance of new share certificate, the C~~ompany ~~shall submit a copy of the draft announcement to the stock exchange with which the C~~ompany ~~is listed, and may publish the announcement only after receiving reply from the sai~~d stock ~~exchange confirming that the said announcement has been displayed in the stock e~~xchange. ~~The said announcement shall be displayed in the stock exchange for 9~~0 days.

~~If the application for reissuing share certificate is not approved by the registered holde~~r of the ~~relevant shares, the Company shall send a copy of the draft announcement to the said sh~~areholder.

~~Chapter 7 Rights and Obligations of Shareholders~~

~~Article 51 Shareholders of the Company are persons lawfully holding shares of the Company, with names (titles) recorded in the shareholders' register.~~

~~Shareholders enjoy the rights and fulfill the obligations as per the class and number of shares they hold; shares of the same class enjoy the same rights and assume the same obligations.~~

~~The Company shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his shareholding to the Company.~~

~~Where two or more persons are registered as joint shareholders of any shares, they shall be deemed as the joint holders of the said shares subject to the following restrictions:~~

~~(I) The Company shall not have to register more than four persons as joint shareholders of any shares;~~

~~(II) The joint shareholders of any shares shall jointly and severally assume the responsibility for amounts of fees payable for the relevant shares;~~

~~(III) In the event that any one of the joint shareholders deceases, only the other remaining joint shareholders shall be deemed by the Company as the owners of the relevant shares.~~ However, ~~the board of directors may, for the purpose of modifying the shareholders' register, require the presentation of a death certificate of the relevant shareholder as it deems appropriate;~~ and

~~(IV) Among the joint shareholders of any shares, only the joint shareholder listed first~~ in the ~~shareholders' register has the right to take the relevant share certificate from the Company and receive notices of the Company, and any notice served to the said person shall be deemed as having been served to all the joint shareholders of the relevant shares.~~

Article 3~~3~~52 The ~~ordinary~~ shareholders of the Company shall be entitled to the following rights:

(I) To receive dividends and other profit distributions in proportion to the shares they hold;

(II) To request, call, convene and attend general meetings either in person or by proxy in accordance with laws and speak at the general meeting and exercise the respective voting right (unless individual shareholders are required by the Listing Rules of the Stock Exchange to abstain from voting on a particular matter);

(III) To supervise, give suggestions on or make inquiries about the business operation of the Company;

(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association;

(V)

(VI) In the event of termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their shareholding;

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

~~(VIII) The shareholders separately or in aggregate holding more than three percent of th~~e shares ~~of the Company shall have the right to submit provisional proposals in writing~~ to the ~~board of directors ten days in advan~~ce;

~~(IX)~~ (VIII) To exercise other rights specified by the laws, administrative regul<u>ations, depar</u>tmental <u>rules</u>and the Articles of Association.

Article 3~~4~~5~~3~~ In the event that a shareholder wants to access the relevant information as described in <u>the preceding Articl</u>e~~Article 52~~ of the Articles of Association or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder.

All shareholders shall fulfill their confidentiality obligation to the Company's trade secret while exercising the above mentioned right to know and reasonably use such information. The shareholders shall bear the liability for compensation in case of any damage caused to the Company.

Article 3~~5~~5~~4~~ In the event that the partictrias of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such partictrias as invalid.

In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association,

In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.

Article 37~~56~~ In the event that a director or a senior management officer of the Company violates laws, administrative regulations or these Articles of Association, thus causing damage to the interests of shareholders, the shareholders may bring legal action before a people's court.

Article 38~~57~~ The ~~ordinary~~ shareholders of the Company shall have the following obligations:

(I) To observe laws, administrative regulations and the Articles of Association;

(II) To pay subscription funds as per the shares subscribed and the method of subscription;

(III) Shall not withdraw as shareholder except as prescribed by the laws and administrative regulations;

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

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

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

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

~~A shareholder does not have the obligation to contribute to any increase in share capital unless being a subscriber under the conditions accepted by him at the time of subscription~~.

Article 39~~58~~ If a shareholder holding 5% or more voting rights of the Company pledges his shares, he should report to the Company in writing on the day of such occurrence.

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

~~Article 60 Save for the obligations under the laws, administrative regulations or the Listing~~ Rules of ~~the Stock Exchange, the controlling shareholders, in exercising their rights as shareholders, shall~~ not make ~~any decision detrimental to the interests of all or some shareholders as a result of the exercise of t~~heir voting ~~rights on the following issue~~s:

(I) Exempting directors and supervisors from the obligation to act honestly in the bestsult of tof all ( )]TJ

~~Chapter 8 General Meetings~~

Section 2 General Provisions for General Meetings

Article 41~~62~~ The general meeting shall be the organ of authority of the Company and shall exercise ~~its~~ the following functions and powers according to law:

~~Article 63 A general meeting shall exercise the following functions and powers:~~

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

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

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

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

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

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

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

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

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

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

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

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

~~(XII)~~ (X) To amend the Articles of Association;

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

~~(XIII) To examine proposals made by shareholders severally or jointly representing more than 3% (inclusive) of the voting shares of the Company~~

~~(XIV)~~ (XII) To consider and approve other guarantee matters as prescribed in Article 42 ~~64~~;

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

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

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

~~(XVIII) To decide on matters where the Company purchase its shares under the circumstances as mentioned in (I) & (II) of Article 27 of these Articles of Association.~~

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

~~(XX) To examine other matters as requested in the Listing Rules.~~

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

~~Without violation of any laws and regulations and the statutory regulations as prescribed in the~~ Listing

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

(VII) Other guarantees which shall be passed at the general meeting as prescribed by the relevant laws and regulations, the regulatory rules of local stock exchange where the Company's shares are listed and the Articles of Association of the Company. ~~Other guarantee as stipulated by Listing Rules of Stock Exchange and Articles of Associations of the Company~~.

The above external guarantees subject to the approval of the general meeting of the Company shall be considered and approved by the board of directors before they are submitted to the general meeting for approval. For matters of guarantee within the powers and extent of authority of the board of directors, in addition to passing a resolution by not less than one-half of all directors, consent is also required from not less than two-thirds of the directors who should attend the meeting of the board of directors. To consider the guarantees in (3) of the preceding paragraph at the general meeting, these guarantees shall be passed by votes representing not less than two-thirds of the voting rights of shareholders represented at the relevant meeting.

All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non- compliant or improper provision of such guarantee.

~~Article 65 The Company may not enter into any contract with anyone other than a director, supervisor, president or other senior executive to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis. Unless prior approval obtained by shareholders at a general meeting by way of special resolution.~~

Article 43~~66~~ General meetings are divided into annual general meetings and extraordinary general meetings. ~~General meetings shall be convened by the board of directors.~~ Annual general meetings shall be convened once a year within six months after the end of the preceding fiscal year.

Article 44 In any of the following circumstances, the Company ~~board of directors shall~~ would convene an extraordinary general meeting within two months upon occurrence of such circumstance if:

(I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association;

(II) When the accrued losses of the Company amount to one-third of its total share capital;

(III) When shareholder(s) individually or jointly holding more than 10% ~~or more~~ of the Company's issued shares ~~and outstanding shares carrying voting rights~~ request(s) ~~in writing for the convening of an extraordinary general meeting~~

(IV) When the board of directors deems it necessary;

(V) ~~or t~~

~~(V)~~(VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.

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

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

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

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

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

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

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

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

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

~~Article 67 A written notice convening the annual general meeting shall be given by the co~~nvener ~~not less than 21 days before the date of the meeting to notify all shareholders of the meeting; w~~hereas a ~~written notice of the extraordinary general meeting shall be given not less than 15 days before t~~he date of ~~the meeting to notify all shareholders of the mee~~ting.

~~The calculation of the abovementioned period shall not include the date of publishing the anno~~uncement

~~Article 70 When the Company issues notice of shareholders' meetings in the manner as~~ required ~~by the relevant stock exchange(s) or regulatory authority(ies) of the place where the shares are~~ listed, the ~~accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person~~ entitled ~~to receive notice shall not invalidate the meeting and the resolutions made at the~~ meeting.

~~Article 71 After a notice of shareholders' general meeting is given, the shareholders' general~~ meeting ~~shall not be postponed or canceled, and the proposals set out in the notice of shareholders' gener~~al meeting ~~shall not be canceled without due reason. Once the meeting is postponed or cancelled, the con~~vener shall ~~make an announcement and explain the reasons at least two working days prior to the scheduled m~~eeting date.

~~Article 72 Any shareholder entitled to attend and vote at a general meeting of the Company~~ shall be ~~entitled to appoint one or more persons (whether a shareholder or otherwise) as his proxy/proxie~~s to attend ~~and vote on his behalf. The said proxy may exercise the following rights as granted by the said sh~~areholder:

~~(I) The shareholder's right to speak at the general mee~~ting;

~~(II) To severally or jointly request to vote on a p~~oll;

~~(III) To exercise the right to vote by a show of hand or on a poll. Where there is more t~~han one ~~proxy, the said proxy shall only vote on a p~~oll.

~~Article 73 The instrument appointing a proxy shall be in writing under the hand of the pr~~incipal ~~or his proxy duly authorized in writing or, if the principal is a legal person, it shall be under seal o~~r under ~~the hand of a director or a proxy duly authorized. Such instrument shall specify the number of sh~~ares to be ~~represented by the pro~~xy.

~~Article 74 The power of attorney for voting shall be deposited at the domicile of the Comp~~any or ~~such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which~~ the proxy ~~is authorized to vote or 24 hours before the scheduled voting time. Where the relevant stock exch~~ange(s) or ~~regulatory authority(ies) in the place where the shares of the Company are listed provide other~~wise, such ~~provisions shall be followe~~d.

~~Where such power of attorney is signed by a person authorized by the principal, the power of~~ attorney ~~authorizing signature or other authorization documents shall be notarized. The notarized power of~~ attorney ~~and other authorization documents shall, together with the power of attorney for voting, be deposit~~ed at the ~~Company's domicile or other location as specified in the notice of the m~~eeting.

~~Where the principal is a legal person, its legal representative or a person authorized by t~~he board ~~of directors or other decision making body shall attend the general meeting of the Company on h~~is behalf.

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

~~Article 75 Any instrument issued to a shareholder by the board of directors of the Comp~~any for ~~appointing a proxy shall provide the shareholder with the flexibility to instruct the proxy to vote for or~~ against, ~~and give instruction on each of the resolutions to be decided at the meeting. Such instrument shall~~ contain a ~~statement that, in the absence of any instruction, the proxy may vote as he th~~inks fit.

~~Article 76 A vote given by a proxy in accordance with the terms of the power of attorne~~y shall ~~be valid notwithstanding the death, loss of capacity, revocation of the power of attorney, revocati~~on of the ~~authority under which the proxy was executed, or the transfer of the share(s) in respect of which t~~he proxy ~~is given prior to voting, provided that no written notice of such death, loss of capacity, revocation or~~ transfer ~~has been received by the Company before the commencement of the m~~eeting.

Section 3 Convening of General Meeting

Article 47~~77~~ An independent director has the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, within 10 days of receiving the proposal, submit written reply on its consent or disagreement to the convening an extraordinary general meeting.

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

Article 48~~78~~ The board of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association, submit, within 10 days of receiving the proposal, written reply on his/her consent or disagreement to the convening an extraordinary general meeting.

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

If the board of directors disagrees to convene an extraordinary general meeting or has not given a reply within 10 days of receiving the proposal, it is d0 0 Td [(receiahrc43.516e directors is madunablthe bsorhe m Fs Fs :4 (ctairo083 013 87/Perceptual ri 0 Tw 10 0 0 10 70.8661 573.7313 Tm S Q BT ET /Refor)]TJ 0ovienen

Article 49 ~~(I)~~ The shareholder(s) individually or jointly holding more than 10% of the Company's ~~total voting~~ shares ~~(inclusive) may sign one or several written requests with the same format and~~ content shall have the right to propose to the board of directors to convene an extraordinary general meeting which shall be in writing to the board of directors ~~or class general meeting, and specify the subjects of the meeting~~. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, submit a written reply on the consent or disagreement to convene an extraordinary ~~or class general meeting~~ within 10 days after receipt of the ~~aforesaid written request~~ request. ~~The aforesaid amount of shareholding is calculated as on the day when the shareholders make the written~~ request.

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

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

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

If the board of supervisors does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders' meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves, ~~the procedure for covering such meeting~~ shall, to ~~the extent possible, be the same as the procedure for convening a general meeting by the board of~~ directors

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

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

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

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

Article 52

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

Article 56

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

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

Section 5 Convening of General Meeting

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

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

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

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

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

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

(I) the name of the proxy;

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

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

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

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

Article 63

A general meeting convened by the board of supervisors on its own shall be chaired by the chairman of the board of supervisors. In the event that the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors of the Company shall chair the meeting.

A general meeting convened by shareholders on their own shall be chaired by a representative elected by the convener.

During a general meeting, in the event that the chairman of the meeting violates the procedural rules so that the general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of shareholders with a simple majority of the voting rights present at the meeting.

~~If the board of directors cannot or fails to convene a general meeting, the board of supervisors~~ shall duly ~~convene and preside over such meeting; if even the board of supervisors cannot or fails to convene~~ and preside ~~over a general meeting, the shareholders individually or jointly holding more than 10% of the Co~~mpany's ~~shares for more than 90 consecutive days may by themselves convene and preside over a gener~~al meeting. ~~If for any reason the shareholders cannot elect a chairman for the meeting, the shareholder (includ~~ing proxy ~~thereof) holding the most voting shares among the attending shareholders shall preside over the~~ meeting.

Article 69 The Company shall formulate the rules of procedures for general meeting and specify in details the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, adoption of resolutions, minutes of meeting and their signing, public announcements, as well as principles of authorization to the board of directors by the general meeting. The scope of authorisation shall be specified in details. The rules of procedures for general meeting shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by the general meeting.

Article 70 In the annual general meeting, the board of directors and the board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.

Article 71 Directors, supervisors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.

Article 72 The chairman of the meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them. The number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them shall be based on the registration of the meeting.

~~Article 83 Shareholders (including proxies thereof) who vote at a general meeting shall e~~xercise ~~their voting rights as per the number of voting shares they represent. Each share carries the right t~~o one vote.

~~When material issues affecting the interests of small and medium-sized investors are being c~~onsidered ~~by the A share shareholders at the shareholders' meeting, the votes by small and medium-sized inve~~stors shall ~~be counted separately. The separate voting results shall be disclosed publicly in a timely~~ manner.

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

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

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

~~Pursuant to the applicable laws and regulations or the Listing Rules of the Stock Exchange~~ and the Listing Rules of SSE, whereas any shareholder is required to abstain from voting on a1SpaArtigulry reoluation

~~Unless the said persons require voting by poll according to the applicable securities listing rules~~ or other ~~regulations as prescribed in other securities laws and regulations, the chairman shall announce the~~ result of ~~voting by show of hands on proposals which voting shall be recorded in the minutes as concluding~~ evidence, ~~without specifying the number or percentage of voting for or against the resolutions passed at the~~ meeting.

~~The Company shall disclose relevant votes cast as required by the laws, administrative regulations, relevant regulatory authority or the Listing Rules of the Stock Exchange and the Listing Rules~~ of SSE.

~~The request for voting by poll can be withdrawn by the proposer~~.

~~Article 87 If the issue required to be voted by poll relates to election of chairman or termination of meeting, voting by poll shall be conducted immediately; in respect of other issues required to be~~ voted ~~by poll, the chairman may decide the time of voting by poll, and the meeting may proceed to consider~~ other ~~issues. The voting results shall still be deemed as resolutions passed at the said~~ meeting.

~~Article 88 Registered vote is used by the Company for A-shares meeting. At a poll taken~~ at the ~~meeting, a shareholder (including the proxy thereof) entitled to two or more votes need not cast all~~ his votes ~~in the same manner~~.

~~Article 89 The list of candidate of directors and supervisors shall be submitted to the shareholders'~~ ~~meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows~~:

(I) The board of directors and shareholder(s) holding or jointly holding more than 3% of the

~~When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the c~~umulative ~~voting system may be used in accordance with the requirements of the regulatory authorities of~~ the place ~~where the shares are listed, provisions of the Articles of Association or the resolutions at the genera~~l meeting. ~~Under the cumulative voting system, the election of independent directors shall be conducted s~~eparately ~~from that of other members of the board of directors. When electing two or more directors or su~~pervisors, ~~the cumulative voting system shall be implemented. Where the cumulative voting system is impl~~emented ~~in electing directors, the voting of the independent directors shall be conducted separately form t~~hat of the ~~non-independent director~~s.

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

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

~~Article 90 In the case of an equality of votes, whether on a show of hands or on a poll, the c~~hairman ~~of the meeting shall be entitled to one additional v~~ote.

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

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

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

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

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

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

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

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

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

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

Section 6 Voting and Resolutions at General Meetings

Article 7691 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.

Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

~~Shareholders (including proxies thereof) present at the shareholders' meeting shall present~~ one of the ~~following comments for each issue that needs to be voted on: for, against or abstain. Securities re~~gistration ~~and clearing institutions as the nominal holding of the Stock Connect Programme between Main~~land and ~~Hong Kong shall follow the intention of the beneficial holders of the shares on voting. Incomplete, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the~~ voting ~~results representing the shares held by such voters shall be counted as "abst~~entions".

~~The same voting rights shall be exercised with only one of the voting methods, namely on-site~~, online ~~or other voting methods. The first voting result is considered as valid in case of multiple voting of t~~he same ~~voting rights~~.

Article 7792 The following matters shall be approved by ordinary resolutions at a general meeting:

(I) Work reports of the board of directors and the board of supervisors;

(II) Profit distribution plans and loss recovery plans formulated by the board of directors;

(III) Appointment and removal of the members of the board of directors and the members of the board of supervisors who are not employee representatives, their remuneration and the method of payment thereof;

(IV) Annual budget proposals, final account plans, ~~final accounts, balance sheet, profit statement, and other financial statements~~ of the Company;

(V) The Company's annual report;

(V)

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

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

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

Article 8094

The meaning of “interested shareholder” in the preceding paragraph is:

~~(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares~~ at the time ~~of its establishment is carried out within 15 months from the date of approval of the se~~curities ~~regulatory authority under the State Coun~~cil;

~~(III) Shares of the Company already issued but not listed, after approval from the securities r~~egulatory ~~authority under the State Council, are converted to overseas listed~~ shares.

Chapter ~~5~~10 Board of Directors

Section 1 Directors

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

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

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

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

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

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

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

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

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

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

Article 98 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they:

(I) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;

(II) shall treat all shareholders fairly;

(III) shall stay abreast of the operations and management of businesses of the Company;

(IV) shall provide signatory confirmation for the periodic reports of the Company; ensure that the information disclosed by the Company is true, accurate, and complete;

(V) shall truthfully provide relevant information and data to the board of supervisors of the Company, and shall not obstruct the board of supervisors or supervisors from performing their duties;

(VI) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.

Prior to the maturity of his term, a director shall not be removed without reason from his office by a general meeting. Subject to all relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office.

Article 99 If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.

Article 100 A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days. ~~The independent directors shall explain their resignation or the situations that may cause the attention of the Company's shareholders and creditors at their discretion.~~

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

~~Where the resignation of a director results in the number of directors falls below the minimum number prescribed in the regulations of the Company Law or two-thirds of the number as prescribed in the Articles of Association, or the independent directors fall below the number as prescribed in the Articles of Association, the resignation of such director shall come into effect only upon filling the vacancy by the succeeding director. Where the board of directors fails to convene a general meeting for the purpose of re-election within two months after resignation of an independent director, such independent director shall not have further obligation to perform his duties.~~

~~Without violation of relevant laws and regulations and the regulatory rules of the place where the Company is listed, any director appointed to fill a casual vacancy or as an addition to the board of directors should hold office only until the next following annual general meeting of the Company and should then be eligible for re-election at the meeting.~~

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

~~The chairman shall be elected and removed by more than half of all the directors, shall serve a term of three years and is eligible for re-election.~~

~~Article 117 The directors shall be natural persons and need not hold shares of the Company.~~

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

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

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

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

Section 2 The Board of Directors

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

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

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

Article 107~~118~~ The board of directors sh~~all be accountable to the general meeting and~~ exercise the following functions and powers:

(I) To ~~be responsible for~~ convene~~ing~~ general meetings and reporting its work to the general meetings;

(II) To implement resolutions of general meetings;

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

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

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

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

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

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

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

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

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

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

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

(XII)

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

~~(XVII) To manage matters in respect of disclosure of the Company's information~~;

~~(XVIII) To formulate the equity incentive plan~~;

~~(XIX) The board of directors shall exercise the decision-making authority on foreign investment (including capital increase and equity transfer of the investment enterprises), financing, venture investment, entrust financing and external guarantee other than those to be determined by resolution of the general meeting in accordance with the laws and regulations and the Articles of Association~~;

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

~~(XXI) To determine on other major issues of the Company other than matters which shall be determined at the general meeting in accordance with the Company Law and the Articles of Association~~;

~~(XXII) To determine on the Company's risk management system, including risk assessment, financial control, internal audit and legal risk control, and implement supervision thereof~~;

~~(XXIII) Other power as prescribed in the Articles of Association or granted authorization by the general meeting~~;

~~(XXIV)~~(XVIII) Other ~~matters conferred~~power as prescribed by the laws, administrative regulations, departmental rules ~~and the regulations~~

Article 108~~119~~ The board of directors shall explain to the general meeting any non- standard audit opinions issued by the registered accountant on the Company's financial statements.

Article 109~~120~~ The board of directors shall formulate the Rules of Procedures for Board Meetings in order to ensure that the board of directors can implement resolutions approved at the general meeting of shareholders, improve working efficiency and carry out scientific decision-making. The Rules of Procedures for Board Meetings stipulate the procedures for convening and voting of the board of directors, which are annexed to this Articles of Association and are drawn up by the board of directors and approved by the general meeting.

~~Article 121 The independent directors shall attend the meeting of the board of directors in a~~ timely ~~manner; understand the Company's production and business situation; actively investigate and~~ access to ~~information and data needed to make decisions; submit the annual report of all independent direct~~ors to the ~~Company's annual general meeting and explain the performance of their~~ duties.

~~Article 122 The Company shall establish the working system of independent directors. The s~~ecretary ~~to the board of directors shall actively cooperate with the independent directors to perform his d~~uties. The ~~Company should guarantee that the independent directors shall enjoy the same right of information~~; provide ~~relevant materials and information to the independent directors in a timely manner; regularly r~~eport the ~~Company's business operation to the independent directors and organize on-site inspection for t~~hem when ~~necessary~~.

~~Article 123 The independent directors shall also exercise the following special powers in ad~~dition to ~~the functions and power as prescribed in the Company Law, other relevant laws, administrative r~~egulations ~~and as granted in the Articles of Associat~~ion.

~~(I) All major related party transaction (as determined in accordance with the effective rule~~s issued ~~by the stock exchange where the Company's shares are listed from time to time) s~~ubject to ~~approval by the board of directors or general meeting shall be submitted to the board of~~ directors for discussion after approval by the independent directors.905P.559T.5594 by thmakenistrative regul

When the independent directors exercise the functions and powers as prescribed in paragraph (I) and (II) of this Article, the matter shall be submitted to the board of directors for discussion only upon consent by more than half of the independent directors; for paragraph (I) to (V), it shall be approved by more than half of all independent directors; and for paragraph (VI), it shall be approved by all independent directors. All fees arising from exercising the aforesaid functions and powers by the independent directors shall be borne by the Company. If the above mentioned proposals are refused or the functions and powers are unable to be exercised, the Company shall disclose the information concerned.

For requirements prescribed in the laws, regulations, regulatory documents and relevant provisions of the stock exchange where the Company is listed and regulatory authority, those requirements shall prevail.

Article 124 In addition to the functions and powers as mentioned above, the independent directors shall issue their independent opinions to the board of directors or the shareholders' meeting with respect to the matters below:

(I) To nominate, appoint or remove directors;

(II) To appoint or dismiss senior management;

(III) To determine on the remuneration of the Company's directors and senior management;

(IV) When the total amount (as determined in accordance with the effective rules issued by the stock exchange where the Company's share are listed from time to time) of the existing or new loan or other money transactions between the Company's shareholders, de facto controller or other related enterprises is equal to the amount that must be approved by the board of directors or shareholders' meeting, and whether or not effective measures have been taken by the Company to recover those debts;

(V) Matters that might prejudice the interests of minority shareholders as deemed by the independent directors;

(VI) Other matters prescribed by the law, regulations, CSRC and Articles of Association of the Company.

The independent directors shall present one of the following comments on the aforesaid issues in writing:

(1) Consent;

(2) Reservation and reasons thereof;

(3) Objection and reasons thereof;

(4) Inability to make comments and reasons thereof.

If some of the issues shall be disclosed, the Company shall announce the opinions of the independent directors. Where consensus opinion cannot be obtained, the Company shall disclose the opinion of each independent director respectively.

~~Article 125 The board of directors shall not dispose of or agree to dispose of any fixed assets~~ without ~~approval by the general meeting if the sum of the expected value of the fixed assets to be disposed~~ of and ~~the value derived from the disposal of fixed assets within four months before such proposal to d~~ispose of ~~the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest audited ba~~lance sheet ~~considered and approved by the general mee~~ting.

~~Disposals of the fixed assets mentioned herein include transfer of certain asset interests, b~~ut do not ~~include guarantee provided by pledge of fixed a~~ssets.

~~The effectiveness of the Company's disposal of the fixed assets shall not be affected by a~~ny breach ~~of the foregoing provisions in Paragraph 1 her~~ein.

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

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

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

Article 112~~126~~ The chairman of the board of directors shall exercise the following functions and powers:

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

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

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

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

(V) To exercise other functions and powers conferred by the board of directors;

(VI) To exercise other power as prescribed by the laws, administrative regulations, departmental rules, the Listing Rules, the Articles of Association.

Article 113 The vice chairman shall assist the chairman's work, if the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the vice chairman is unable or fails to perform his duties, such duties shall be performele[8 29.6843 i3ir, icts twhoble

Where an extraordinary meeting of the board of directors shall be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations thereof at the meeting.

Directors who have attended a meeting and have not raised an objection before or at the time of attendance that notice of the meeting has not been received, shall be deemed to have been given notice of the meeting.

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

(1) date and place of the meeting;

Article 121~~130~~ Directors shall attend meetings of the board of directors in person. In the event that a director is unable to attend a meeting for any reason, he may appoint another director by a written power

~~(V) any contract or arrangement in which the director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in the shares or debentures or other securities of the Company.~~

~~If less than three directors are able to resolve on such matter, the matter shall be submitted to the general meeting for voting.~~

Article 122~~132~~ The decisions on the matters considered at meeting of the board of directors shall be recorded as minutes, which shall be signed by the attending di~~rectors and recorder~~Members of the board meeting shall be kept as Company documents for ten years.

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

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

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

(III) agenda of the meeting;

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

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

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

(III) To ensure that the shareholders' register of the Company is properly maintained and that the

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

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

(IV) To formulate plans for the setup of the Company's branches;

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

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

~~(VII)~~ (VI) To propose to the board of directors to appoint or dismiss the deputy president(s), chief financial officer and other senior management of the Company;

~~(VIII)~~ (VII) To decide to appoint or dismiss executives other than those decided to be appointed or dismissed by the board of directors;

~~(IX) To formulate system for employees' wages, welfare and rewards and determine their recruitment and dismissal;~~

~~(X) To propose for the convening of extraordinary meeting of the board of directors;~~

~~(XI)~~ (VIII) To exercise other functions and powers conferred in the Articles of Association and by the board of directors.

The president shall be present at meetings of the board of directors.

The president shall be responsible for the overall management of the daily business operation, and disclose transactions with amounts meeting the disclosure standards of the requirements of regulatory rules in the place where the Company's shares are listed; with respect to transactions that do not belong to daily business operation such as acquisitions or sales of assets by the Company, except for those which require the review and approval by the general meeting and board of directors in accordance with the requirements of the Articles of Association, the president may make approval decisions.

Article 138

Article 130 The working rules of the president include the following:

(I) Conditions, procedures and participants of the meetings of the president;

(II) The specific responsibilities and division of labor of the president and other senior management;

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

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

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

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

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

The secretary to the board of directors shall comply with the relevant provisions of the laws,

Chapter 7~~13~~ Board of Supervisors

Section 1 Supervisors

~~Article 140 The Company shall have the board of supervi~~sors.

~~Article 141 The board of supervisors shall comprise five members, including a chairman. T~~he term ~~of office of a supervisor shall be three years, and is eligible for reele~~ction.

~~The chairman shall be appointed or removed by votes of more than two-thirds of the membe~~rs of the ~~board of supervisor~~s.

~~Article 142 The members of the board of supervisors shall comprise three shareholder repres~~entatives ~~and two employee representatives. The shareholder representatives shall be elected and remo~~ved by the ~~shareholders' meeting; and the employee representatives shall be elected and removed by the e~~mployees of ~~the Company democratical~~ly.

Article 13~~6~~14~~3~~ The circumstances of disqualification for directors prescribed in Article 95 of the Articles of Association shall also be applicable to supervisors. A director, the presid~~ent, the secretar~~y to ~~the board of directors, chief financial office~~r and other senior management shall not serve as supervisors concurrently.

~~Regular meetings of the board of supervisors shall be held at least once every six months,~~ and shall ~~be convened and presided over by the chairman of the board of supervisors. Any supervisor ma~~y propose ~~that an extraordinary meeting of the board of supervisors be held. If the chairman of the board of su~~pervisors ~~fails to or is unable to perform and exercise his functions and powers, a meeting of the board of su~~pervisors ~~shall be convened and presided over by a supervisor jointly nominated by more than half of all su~~pervisors.

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

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

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

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

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

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

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

Section 2 Board of Supervisors

Article 149 A notice of the board of supervisors shall include the following contents:

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(VIII) a person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than 5 years has elapsed since the date of the conviction;

(IX) other circumstances as prescribed in laws, administrative regulations or departmental rules.

Article 151 The independent directors shall comply with the following basic conditions:

(I) Qualifications serving as a director of a listed company as stipulated by laws, administrative regulations and other relevant regulations;

(II) Independence as required;

(III) Fundamental knowledge on operation of a listed company as well as mastery of relevant laws, administrative regulations, rules and stipulations;

(IV) More than five-years' working experience in law, economic or other fields deemed necessary for qualified performance as an independent director;

(V) Relevant requirements for independent director as prescribed by the Listing Rules of the Stock Exchange and the Listing Rules of SSE;

(VI) Other conditions as prescribed by the Articles of Association.

The independence of an independent director means that the following persons shall not assume the office of independent director, including:

(I) A person who holds a position in the Company or its affiliated enterprises, and direct relatives and has major social relations with such person (direct relatives refer to their spouse, father, mother and children etc.; major social relations refer to their brothers, sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, spouse of their brothers, sisters, and their spouse's brothers and sisters etc.);

(II) A person directly or indirectly holds more than 1% of the outstanding shares of the Company or is a natural person shareholder among the 10 largest shareholders of the Company, or such shareholder's direct relative;

(III) A person directly or indirectly holds a position in a company which holds more than 5% of the outstanding shares of the Company or of an entity which ranks as one of the 5 largest shareholders of the Company, or such employee's direct relative;

(IV) A person that was under the circumstances listed above in the previous year;

(V) A person who provides financial, legal or consulting services for the Company or its subsidiaries;

(VI) A person who is an independent director serving five listed companies;

(VII) A person who cannot act as independent director according to the securities regulatory authority under the State Council.

Article 152 The validity of an act of a director, the president or other senior management on behalf of the Company for a bona fide third party is not affected by any incompliance in the appointment, election or qualification thereof.

Article 153 In exercising the powers conferred by the Company, directors, supervisors, the president and other senior management of the Company shall fulfill the following obligations to each shareholder in addition to the obligations under the laws, administrative regulations, the Listing Rules of the Stock Exchange or the Listing Rules of SSE on which the shares of the Company are listed:

(I) Not to let the Company operate beyond the business scope specified in its business license;

(II) To sincerely act in the best interest of the Company;

(III) Not to seize from the Company the property in any form, including (but not limited to) opportunity favorable to the Company;

(IV) Not to seize from any shareholder any personal interests, including (but not limited to) right to profit distribution and right to vote, but excluding corporate reorganization submitted for adoption at the general meeting pursuant to the Articles of Association.

Article 154 In exercising rights or fulfilling obligations, the directors, supervisors, the president and other senior management of the Company have the duty to act with due care, diligence and skill as a reasonably prudent person should do in similar circumstances.

Article 155 In fulfilling duties, directors, supervisors, president and other senior management of the Company shall observe the principle of honesty and shall not place themselves in a position where their own interests may conflict with their obligations. The principle includes (but is not limited to) the following obligations:

(I) To sincerely act in the best interest of the Company;

(II) To exercise their powers within their terms of reference and not to act beyond such powers;

(III) To exercise personally the discretion vested in them and not to allow themselves to be manipulated by others and, save as permitted by laws, administrative regulations or the Listing Rules or with the informed consent of shareholders at a general meeting, not to delegate the exercise of their discretion to others;

(IV) To treat shareholders of the same class equally and shareholders of different classes fairly;

(V) Not to conclude any contract, conduct any transaction or make any arrangement with the Company saved as specified in the Articles of Association or the Listing Rules or unless approval is otherwise with the informed consent of shareholders at a general meeting;

~~(VI) Not to seek personal gains by using the property of the Company in any form with~~out the ~~informed consent of shareholders at a general mee~~ting;

(VII) Not to exploit their positions and powers to accept bribes or other unlawful income, and not

(III) Partners of directors, supervisors, president and other senior management of the Company or persons set out in (I) and (II) herein;

(IV) Companies over which a director, supervisor, president and other senior management of the Company, alone or jointly with any person set out to in (I), (II) and (III) herein or any other directors, supervisors, president and other senior management of the Company have de facto control;

(V) Directors, supervisors, president and other senior management of the companies as set out in (IV) herein.

Article 157 The honesty obligation of directors, supervisors, president and other senior management of the Company shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation to the Company in respect of trade secrets shall continue after expiry of their terms of office. Other obligations may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the Company and them was terminated.

Article 158 The liability of directors, supervisors, president and other senior management of the Company for breaching a given obligation may be released by the informed consent of shareholders at a general meeting, save for the circumstances specified in Article 60 of the Articles of Association.

Article 159 If directors, supervisors, president and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or planned by the Company (exclusive of engagement contract with the Company), they shall disclose the nature and extent of the said interests to the board of directors as soon as possible regardless whether the relevant matters are subject to approval by the board of directors in normal circumstances.

A director shall not vote on any resolution of the board of directors which approves the contract, transaction or arrangement or any other relevant proposals where he or his associate (as defined in the Listing Rules of the Stock Exchange) has a material interest; and shall not be included into the quorum of the meeting.

Unless the directors, supervisors, president and other senior management of the Company having material interests have disclosed to the board of directors as per aforesaid paragraph herein, and the said transaction is approved at the meeting of the board of directors at which they are not included into the quorum and do not vote, the Company shall have the right to cancel the said contract, transaction or arrangement, except as against a bona fide party thereto who does not have notice of the breach of duty by the relevant directors, supervisors, presidents and other senior management.

If the connected persons or associates of the directors, supervisors, president and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, president and other senior management shall also be deemed as having interests.

~~Article 160 If, before the Company concludes relevant contract, transaction or arrangement~~ for the ~~first time, the directors, supervisors, president and other senior management of the Company have~~ notified ~~the board of directors in writing that they will have interests in the contract, transaction or arr~~angement ~~concluded by the Company in the future because of the reasons set out in the notice, they shall~~ be deemed ~~as having executed disclosure as specified in the preceding paragraph of this chapter to the exten~~t specified ~~in the notice~~.

~~Article 161 The Company shall not pay taxes in any form for its directors, supervisors, pr~~esident ~~and other senior managemen~~t.

~~Article 162 The Company shall not directly or indirectly provide loan or loan guarantee~~ to the ~~directors, supervisors, president and other senior management of the Company or its parent com~~pany, or to ~~the connected persons of the aforesaid per~~sons.

~~The preceding paragraph does not apply to the following circumsta~~nces:

~~(I) The Company provides loan or loan guarantee for its subsidi~~aries;

~~(II) The Company, in accordance with the engagement contracts approved at the general~~ meeting, ~~provides loan, loan guarantee or other monies to the directors, supervisors, president~~ and other ~~senior management of the Company so that they may pay the expenses incurred for the~~ Company ~~or for fulfilling their duties for the Compan~~y;

~~(III) If the normal business scope of the Company includes provision of loan and loan guaran~~tee, the ~~Company may provide loan and loan guarantee to relevant directors, supervisors, pre~~sident and ~~other senior management and their connected persons, but the conditions for providin~~g loan or ~~loan guarantee shall be normal commercial condit~~ions.

~~Article 163 If the Company provides loan in violation of the preceding article, the recipient~~ of the ~~loan shall repay the same immediately to the Company regardless of the conditions of~~ the loan.

~~Article 164 A loan guarantee provided by the Company in violation of Paragraph 1 of Artic~~le 162 ~~shall not be enforceable except in the following circumsta~~nces:

~~(I) The lender does not know that it has provided loan to the connected persons of the~~ directors, ~~supervisors, president and other senior management of the Company or its parent~~ company;

~~(II) The collateral provided by the Company has been sold by the lender lawfully to a bo~~na fide ~~purchase~~r.

~~Article 165 The guarantee as referred to in the preceding articles of this Chapter includes the~~ act of the ~~guarantor to undertake the responsibility or provide property to ensure that the obligor fulfils the obl~~igations.

~~(II) Directors, supervisors or senior management shall undertake to the Company to fulfill~~ their due ~~obligations for the shareholders as specified in the Articles of Association~~; and

~~(III) Arbitration clauses specified in Chapter 21 of the Articles of Associa~~tion.

~~Article 168 The Company shall specify in the contracts concluded with the directors or sup~~ervisors ~~in relation to remunerations that if the Company is being taken over, the directors or supervisor~~s of the ~~Company have the right to seek compensations or other payment for lost of office or for retirement, s~~ubject to ~~prior approved at the general meeting. The aforesaid takeover of the Company includes any of the f~~ollowing:

~~(I) An offer made by any person to all the shareholde~~rs;

~~(II) An offer made by any person with the aim of causing the offeror to become a con~~trolling ~~shareholder of the Company. The definition of a controlling shareholder is the same a~~s that in ~~Article 61 of the Articles of Associatio~~n.

~~Any monies received by the relevant directors or supervisors in violation of this Article shall~~ belong ~~to those who accept the said offer and sell their shares, and the said directors or supervisors sha~~ll bear the ~~expenses for distributing the said monies in proportion, which shall not be deducted from the sai~~d monies.

Chapter ~~8~~15 Financial Accounting System, ~~and~~ Profit Distribution and Auditing

Section 1 Financial Accounting System

Article 150~~169~~ The Company shall formulate its financial accounting system in accordance with relevant laws, administrative regulations and the requirements of the competent authorities ~~of China and~~ ~~accounting standards formulated by the competent financial authority of the State Council~~. If the securities regulatory authorities in the place where the shares of the Company are listed have special provisions, such provisions shall apply.

Article 151~~170~~ The fiscal year of the Company is Gregorian calendar year, beginning on 1 January and ending on 31 December of each year.

~~The Company shall use Renminbi as the recording currency and the accounts shall be pr~~epared in ~~Chinese~~.

~~The Company shall prepare financial reports at the end of each fiscal year, which shall be~~ audited ~~according to law~~.

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

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

~~Article 171 The board of directors of the Company shall, at each annual general meeting~~, submit ~~to the shareholders the financial reports prepared by the Company in accordance with the relevant laws, administrative regulations, normative documents issued by local governments and competent authorities~~.

~~Article 172 The financial reports of the Company shall be made available for shareholders' inspection at the Company 20 days before convening of the annual general meeting. Every shareholder of the Company shall have the right to access the aforesaid financial reports~~.

~~The Company shall, at least 21 days before convening of the annual general meeting, send by prepaid mail to all holders of overseas-listed foreign shares the aforesaid reports, including directors' reports and the balance sheet (including each document required by laws and regulations to be attached to the balance sheet) and income statement or income and expenditure statement; and the addresses of addressees shall be those recorded in the shareholders' register~~.

~~Article 173 The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas listing place. If there is any material difference between the financial statements prepared under the two accounting standards, such difference shall be stated in the notes to the financial statements. The Company shall distribute the after-tax profit of the relevant fiscal year based on the smaller amount shown in the aforesaid two financial statements~~.

~~Article 174 The interim results or financial data announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas listing place~~.

~~Article 175 The Company shall release the annual results announcement within three months after the end of a fiscal year and release the interim results announcement within two months after the end of the first six months of each fiscal year; publish annual report within four months after the end of~~ 99.2126 307.9.212

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

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

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

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

~~Article 178 Capital reserve includes the following:~~

~~(I) Premium arising from issue above the par value of shares;~~

~~(II) Other revenues required by the competent financial authority under the State Council to be appropriated to capital reserve.~~

Article 154~~179~~ The Company's reserve fund shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the capital of the Company by means of conversion. However, the Company shall not use its capital reserve fund to make up its losses.

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

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

~~Article 180 The Company may distribute dividends in the following forms:~~

~~(I) Cash;~~

~~(II) Shares;~~

~~(III) Other forms permitted by laws, administrative regulations, departmental rules or Listing Rules.~~

Article 156~~181~~ The policy of profits distribution of the Company is:

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

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

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

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

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

(IV) The Company distributes its distributable profits (being the after-tax profit after the Company makes up the loss and withdraws the common reserve funds) on an annual basis. According to

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

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

(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution may be adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such . [(eibution may bwitermatstrrofit esirecscalthe sope, thenhe shareny shallaof dider whethstablffs c) in rebybholders' GS. esireppro2/3he mme ol shareg systerightshe shareholllistrs' Ge p esirce.

~~Any amounts paid by shareholders for shares in advance of calls will be entitled to interest,~~ but such ~~prepaid amounts are not entitled to participate in any dividends declared subse~~quently.

~~Article 183 The dividends shall be distributed to shareholders by the Company in accordan~~ce with ~~the tax laws of the PRC. The tax payable of income from shareholder's dividends shall be withhel~~d subject ~~to the distributed amoun~~t.

~~Article 184 The Company shall appoint collection agents for holders of overseas- listed~~ foreign ~~shares. The collection agents shall, on behalf of the related shareholders, collect dividends distr~~ibuted by ~~the Company for the overseas-listed foreign shares and other p~~ayables.

~~The collection agents appointed by the Company shall meet the requirements of the laws or~~ the stock ~~exchange of the listing pla~~ce.

~~The collection agents appointed by the Company for holders of overseas-listed foreign sha~~res listed ~~in the Hong Kong shall be trust companies registered pursuant to Trustee Ordinance of Ho~~ng Kong.

~~For receiving of dividends by shareholders, provided that the relevant regulations of stock~~ exchange ~~are observed, the Company may exercise the right to seize dividends not collected, but the said~~ right shall ~~not be exercised before expiry of the applicable validity p~~eriod.

~~The Company shall have the right to stop sending dividend warrants by post to a holder of~~ overseas-~~listed foreign shares when the dividend warrants are not cashed for two consecutive times. Ho~~wever, the ~~Company may also exercise such right when the dividend warrants are returned after they are~~ sent to the ~~addressee for the first tim~~e.

~~The Company shall have the right to sell the shares of the holders of overseas- listed forei~~gn shares ~~who cannot be reached under the following conditions, provided it is permitted by laws and re~~gulations:

~~(I) Dividends have been distributed for the said shares for at least three times in 12 year~~s, but are ~~not claimed in the said period;~~ and

~~(II) Upon expiry of the 12-year period, the Company shall announce its intent to sell the s~~hares in ~~newspaper(s), and notify the stock exchange on which the said shares a~~re listed.

Section 2 Internal Auditing

Article 157 The Company shall adopt an internal auditing system and engage professional auditors to conduct internal auditing and supervision of its financial revenues and expenditures, and economic activities.

Article 158 The internal auditing system of the Company and duties of the auditors shall be implemented upon approval by the board of directors. The person in charge of the audit shall be responsible to and report to the board of directors.

~~Chapter 16~~Section 3 Appointment of Accounting Firm

Article 15~~9~~185 ~~The Company shall appoint an independent accounting firm which is qualified~~ under ~~the relevant regulations of the State to audit the annual financial reports and other financial repo~~rts of the ~~Company. For the purpose of this Articles of Association, the certified public accountants entruste~~d by the ~~Company at any time shall act as the accountant.~~ The Company engage an accounting firm in accordance with the Securities Law to audit its accounting statements, verify its net assets and provide other relevant consultancy services. The accounting firm so appointed shall hold office for one year and can be reappointed.

~~The Company's first accounting firm shall be appointed at the inaugural meeting prior to t~~he first ~~annual general meeting the accounting firm so appointed shall hold office until the conclusion of~~ the first ~~annual general meetin~~g.

~~If the inaugural meeting does not exercise the powers under the preceding paragraph, thos~~e powers ~~shall be exercised by the board of direct~~ors.

~~Article 186 The accounting firm appointed by the Company shall hold office from the conc~~lusion ~~of the annual general meeting at which they were appointed until the conclusion of the next annua~~l general ~~meeting~~.

~~Article 187 The accounting firm appointed by the Company shall have the following r~~ights:

~~(I) To access the account books, records or vouchers of the Company at any time, a~~nd to ask ~~directors, president or other senior management to provide relevant documents and exp~~lanations;

~~(II) To ask the Company to take all reasonable actions possible to obtain documents and ex~~planations ~~from its subsidiaries needed for the performance of their d~~uties;

~~(III) To be present at general meetings, receive notice of general meeting that any sharehol~~der has the right to receive or other information re25 (re2dw00 Tw 0 10 127.5591 33 Tm [(the)0.5 (right)0.

Article 161 The Company guarantees that the accounting documents, account books, financial and accounting reports and other accounting materials provided to the accounting firm are true and complete. The Company shall not refuse to provide or conceal information and shall not provide false information.

Article 162~~190~~ The auditing fee~~remunerations~~ of the accounting firm~~ or the method for determin~~ing the same~~s~~ shall be subject to the decision of the general mee~~ting. The remunerations of the accoun~~ting firm ~~appointed by the board of directors shall be determined by the board of d~~irectors.

~~Article 191 Appointment, dismissal or non-reappointment of accounting firm by the Compan~~y shall ~~be subject to decision at the general meeting and shall be filed with the securities regulatory autho~~rity under ~~the State Counc~~il.

~~The general meeting shall comply with the following provisions in passing a resolution to a~~ppoint a ~~non-incumbent accounting firm to fill any vacancy of an accounting firm or reappoint an accoun~~ting firm ~~appointed by the board of directors to fill the vacancy or dismiss an incumbent accounting firm be~~fore the ~~expiry of its term~~:

~~(I) The proposal for appointment or dismissal shall, before the notice of general meeting~~ is sent, ~~be served to the accounting firm to be appointed or which proposed to terminate or~~ having ~~terminated service in the relevant fiscal year. Termination of service shall include di~~smissal, ~~resignation or retiremen~~t.

~~(II) If the accounting firm about to terminate service make a written statement and re~~quest the ~~Company to notify the shareholders of the said statement, the Company shall take the f~~ollowing ~~actions unless the statement is received too~~ late:

~~1. Describe in the notice issued for the resolution that the accounting firm about to t~~erminate ~~service have made a statemen~~t;

~~2. Send to the shareholders entitled to receive the notice of general meetings a~~ copy of ~~the statement as an attachment to the notice in the form specified in the Art~~icles of ~~Association~~.

(III) If the Company fails to send out the statement of the accounting firm as per (II) hn about to E5 ( )]

~~The accounting firm about to terminate service have the right to receive all the notices of the a~~foresaid ~~meetings or other information relating to the meetings, and deliver speeches at the meetings in r~~elation to ~~the matters concerning its role as the Company's former accountin~~g firm.

Article 163~~192~~ Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and when the Company's general meeting of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its ~~the~~opinions ~~accounting firm shall have the right to state their opinions to the general m~~eeting

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

~~An accounting firm may resign by placing a written notice of resignation at the legal address~~s of the ~~Company. The said notice shall take effect on the date of delivery to the legal address of the Comp~~any or on ~~a later date specified in the notice. The said notice shall include the following stat~~ements:

~~1. A statement that its resignation does not involve any information to be disclosed~~ to the ~~shareholders or creditors of the Company~~; or

~~2. A statement of any such information to be disclo~~sed.

~~The Company shall send a copy of the written notice mentioned in the preceding paragraph to~~ relevant ~~competent authority within 14 days after receipt of the said notice. If the notice contains the s~~tatement ~~mentioned in the two preceding paragraphs, the Company shall made a copy of the statement av~~ailable for ~~shareholders' inspection at the Company. The Company shall also serve, by means specified in th~~e Articles ~~of Association, or send a copy of such statement by prepaid mail to each holder of overseas-liste~~d foreign ~~shares at the address registered in the register of shareh~~olders.

~~If the notice of resignation of an accounting firm contains the statement mentioned in the pa~~ragraphs ~~herein, the accounting firm may require the board of directors to convene an extraordinary gener~~al meeting ~~to receive an explanation about its resigna~~tion.

Chapter 9 Notices and Announcements

Section 1 Notices

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

(I) by hand;

(II) by mail;

(III) by fax or email;

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

(V) By newspaper and other designated media;

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

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

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

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

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

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

Article 169

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

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

Section 2 Announcements

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

Chapter 10~~17~~ Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation ~~Merger and Division of the Company~~

Section 1 Merger, Division, Increase and Decrease of Capital

~~Article 193 In respect of the merger or division of the Company, the board of directors shall propose a plan and have it adopted following the procedures specified in the Articles of Association, and go through relevant examination and approval formalities pursuant to law. Any shareholder objecting to merger or division of the Company shall have the right to require the Company or the shareholders approving merger or division of the Company to buy his shares at a fair price. Resolution on merger or division of the Company shall be archived as special document for made available for shareholders' inspection.~~

~~The aforesaid document shall also be served by post to holders of overseas-listed foreign shares.~~

Article 17~~2~~194 Merger of the Company may be ~~in two~~ forms: merger by absorption and merger by consolidation.

Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment refers to establishing a new company by merging two or more companies, whereby the merging parties shall be dissolved.

Article 173 In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare the balance sheet and the property inventory. The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements in newspapers within 30 days.

Creditors should, within 30 days of being notified, or if they do not receive the notice, then within 45 days of the public announcement, request the Company to pay off its debts or provide corresponding guarantees.

Article 174 The creditor's rights and debts of the parties concerned after merger of the Company shall be inherited by the company subsisting after merger or by the newly established company.

Article 175~~195~~ Where the Company is divided, its properties shall be divided accordingly.

In the event of division of the Company, the parties concerned~~ shall conclude a division agree~~ment and prepare balance sheet and property inventory. The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers within 30 days.

Article 176 The companies after division shall bear joint liability for the debts of the Company before division. However, if before the division the Company and 0 Thfeditorshav(e nfte(edoino a weritven)25 (

(IV) The Company is revoked of business license, ordered to close or canceled according to law~~The Company is declared bankrupt according to law because it is unable to~~ pay its ~~debts as they fall due~~

~~To declare their creditor's rights, the creditors shall explain matters relating to their rights and~~ provide ~~relevant evidential documents. The liquidation committee shall register the creditor's rights according~~ to law.

~~During the period of declaration, the liquidation committee shall not make repayment to cr~~editors.

Article 182~~202~~ During liquidation, the liquidation committee shall exercise the following functions and powers:

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

(II) To inform creditors by notice and announcement;

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

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

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

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

(VII) To represent the Company in civil proceedings.

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

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

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

Article 184~~203~~ After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or ~~the people's court relevant competent authority~~ for confirmation.

The assets of the Compa~~ny shall be applied in the following order of p~~riority

Liquidation expenses, employees' salaries, social insurance expenses, statutory compensations, outstanding taxes, and the Company's debts. The assets of the Company remaining after application for settlement in accordance with the foregoing provisions shall be distributed to the shareholders ~~the~~as per ~~types of their shares and~~ their shareholding percentages.

~~During the liquidation, the Company shall not carry out any new business operations.~~ The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation.

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

Article 185~~204~~ ~~In the event of liquidation due to dissolution of the Company,~~ After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall ~~immediately~~ apply to the people's court to declare the Company bankrupt in accordance with the law.

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

Article 186~~205~~ After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from the general meeting or the people's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company.

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

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

~~Article 210 The amendment of the Articles of Association shall follow the procedures as~~ below:

~~(I) The board of directors draws up the amendment proposal in accordance with the Ar~~ticles of ~~Association~~;

~~(II) To notice the shareholders of the amendment proposal and convene shareholder's m~~eeting for ~~voting~~;

~~(III) To submit the amendment to be voted at the shareholder's meeting for passing as a~~ special ~~resolution~~.

~~The board of directors shall amend the Articles of Association in accordance with the resolut~~ion with ~~respect to the amendment of the Articles of Association passed at the shareholder's meeting and th~~e approval ~~opinions issued by the competent authority concer~~ned.

Article 190~~211~~ If any amendment to these Articles of Association passed by resolutions at the shareholders' general meeting is subject to examination and approval by the competent authorities, such amendment shall be submitted to the competent authorities for approval. ~~If the amendment to the Articles of Association involves any content of Mandatory Provisions, the said amendment shall be subject to a~~pproval by ~~the company examination and approval authority authorized by the State Council~~, if the amendment involves registration of the Company, the involved changes are required ~~shall be~~ registered pursuant to law.

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

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

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

~~Chapter 20 Notices~~

~~Article 213 The notice of the Company, mailing and other written materials including but not~~ limited ~~to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder~~ circular, ~~proxy form and temporary announcement may be served as fo~~llows:

~~(I) By personal delivery~~;

~~(II) By post~~;

~~(III) By fax or email~~;

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

~~(V) By newspaper and other designated me~~dia;

~~(VI) By other means approved by the relevant securities regulatory authority at the locatio~~n where ~~the Company's shares are listed or stipulated in the Articles of Assoc~~iation.

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

~~Article 214 In the event that the relevant regulations of the securities regulatory authority~~ of the ~~place where the Company's shares are listed requires such documents to be dispatched, mailed,~~ distributed, ~~issued, announced or by any other forms provided to the shareholders in both English and Chines~~e version, ~~the Company may (in accordance with the preference of the shareholders concerned) dispatc~~h only the ~~English or the Chinese version to the shareholders concerned if the Company has made proper ar~~rangements ~~to confirm that the shareholders prefer to only receive either the English or the Chinese version a~~nd if such ~~arrangements are within the scope and in accordance with the applicable laws and re~~gulations.

~~Article 215 For notices of the Company delivered by hand, an acknowledgement of receipt~~ shall be ~~signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknow~~ledgement ~~is signed; for notices delivered by post, the date of delivery shall be 48 hours from the delivery of~~ the mail ~~to the post office; for notices delivered by fax or email or announcement on a website, the date~~ on which ~~the notice is sent shall be deemed to the date of delivery, and the date indicated in the fax repo~~rt shall be ~~taken as the delivery date; in the case of notice delivered by way of public announcement, the d~~ate of the ~~first announcement shall be deemed to be the date of delivery. Such announcements shall be p~~ublished in ~~newspapers or websites which meet the requirements of the relevan~~t rules.

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

Article 216 Notices of the shareholders' general meetings of the Company shall be made by announcement. Notice of the R0msd meetings and b0msd of supervisors of the Company shall be made by hand, facsimile, telephone, email, or other forms.

Article 217 The Company shall designate media in the scope of media designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. The announcements required to be given by the Articles of Association to the holders of H shares shall be published by the methods prescribed by the Hong Kong Listing Rules.

The R0msd may change the designated media for the disclosure of information about the Company and shall ensure that such designated media complies with the requirements as required by the laws and regulations of China and Hong Kong, securities regulatory authorities under the State Council, overseas regulatory authorities and the stock exchange of the place where the shares of the Company are listed.

Chapter 21 Settlement of Disputes

Article 218 The Company shall settle disputes following the rules below:

(I) In the event of any dispute or claim between a holder of overseas-listed foreign shares and the Company, between a holder of overseas-listed foreign shares and a director, supervisor or president of the Company, and between a holder of overseas-listed foreign shares and a holder of domestic shares arising from rights and obligations specified in the Articles of Association, Company Law and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.

The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are required to participate in the settlement of the dispute or claim shall accept the arbitration awmsd if they are the Company or its shareholders, directors, supervisors, president or senior management.

Disputes relating to definition of shareholders and shareholders' register may be settled by means other than arbitration.

(II) The applicant for arbitration may select China International Economic and Trade Arbitration Commission for arbitration following the arbitration rules thereof or select Hong Kong International Arbitration Centre for arbitration following the securities arbitration rules thereof. After the applicant for arbitration submits the dispute or claim for arbitration, the other party shall accept arbitration at the arbitral body selected by the applicant.

If the applicant for arbitration selects Hong Kong International Arbitration Centre for arbitration, either party may request that the arbitration be conducted in Shenzhen following the securities arbitration rules of Hong Kong International Arbitration Centre.

~~(III) Settlement of disputes or claims set out in (I) by way of arbitration shall be governed by~~ PRC ~~laws save as otherwise specified by laws and administrative regul~~ations.

~~(IV) The arbitration award made by the arbitral body shall be final and binding on both~~ parties.

Chapter 12~~22~~ Supplementary Provisions

~~Article 219 The Rules of Procedures of General Meetings, the Rules of Procedures of Board~~ Meetings ~~and the Rules of Procedures of Meetings of Supervisors, which had been considered and approv~~ed by the ~~General Meetings, shall be the appendix of the Articles of the Associ~~ation.

Article 193 Definition

(1) Controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the Company, or a shareholder who, despite its shareholding being less than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant

Article 195~~221~~ For the purpose of the Articles of Association, the terms "not less than", "within", "not more than" are inclusive terms and the terms "exceeding", "less than", "be~~yond~~", "~~be~~low" and "above" are exclusive terms.

~~Article 222 For purposes of the Articles of Association, the "accounting firm" has the same meaning as the "auditor".~~

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

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

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

~~Article 223 In the Articles of Association, references to "president" shall have the same meaning as "manager" as stipulated in the Company Law and other laws and regulations. References to "vice president" shall have the same meaning as "deputy manager" as stipulated in the Company Law and other laws and regulations.~~

~~Article 224 The Articles of Association shall be subject to the interpretation of the board of directors of the Company. Any matters not covered herein shall be approved at shareholders meeting through the board of directors.~~

Article 199~~225~~ Should there be any inconsistency between the Articles of Association and relevant national laws, administrative regulations, departmental rules, other relevant normative documents and the rules of the stock exchange on which the Company's shares are listed, the latter shall prevail.

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

RULES OF PROCEDURES FOR GENERAL MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 To regulate the behavior of Flat Glass Group Co., Ltd. ("the Company") and ensure that the general meeting can exercise its functions and powers according to law, these Rules are formulated in accordance with Company Law of the People's Republic of China (hereinafter referred to as Company Law), Securities Law of the People's Republic of China (hereinafter referred to as Securities Law), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Listing Rules), Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as Listing Rules of SSE, together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules") of general meeting of shareholders of listed companies and other relevant laws, administrative regulations and normative documents and Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as "Articles of Association").

Article 2 The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law.

The board of directors shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.

Article 3 The general meeting shall exercise its functions and powers within the scope specified by the Company Law and the Articles of Association.

~~The functions and powers of the shareholders' general meeting specified in the articles of association shall not be granted to the board of directors or to any other institution or individual. The shareholders' general meeting may, in the form of a resolution, be granted to the board of directors on behalf of the board of directors, in addition to the specific functions and powers specified in the articles of association of the company~~.

Article 4 General meetings are classified into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within six months after the end of the preceding fiscal year.

Extraordinary general meetings shall be convened irregularly. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

(I) The number of directors falls short of the quorum stipulated in the Company Law or is less than two thirds of the number specified in the Articles of Association;

Article 7 An extraordinary general meeting may be convened upon proposal by independent directors to the board of directors. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Where the board of directors does not agree to convene the extraordinary general meeting as proposed by the independent directors, it shall give the reasons and make an announcement in respect thereof.

Article 8 The board of supervisors shall be entitled to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Any change to the original proposal set forth in the notice shall be subject to approval by the board of supervisors.

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, the board of directors shall be deemed as unable to or failing to perform the duty of convening the general meeting, and the board of supervisors may convene and preside over the meeting by itself.

Article 9 An extraordinary general meeting may be convened upon request by two or more shareholders severally or jointly holding more than 10% shares of the Company to the board of directors, and such request shall be put forward to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the request.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the board of supervisors to convene an extraordinary general meeting, and shall put forward such request to the board of supervisors in writing.

If the board of supervisors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original proposal set forth in the notice shall be approved by the relevant shareholders.

In case of failure to issue the notice of the general meeting within the term stipulated, the board of supervisors shall be deemed as failing to convene and preside over the general meeting. As a result of its failure to do so for more than 90 consecutive days, shareholder(s) severally or jointly holding more than 10% shares of the Company may convene and preside over such meeting by himself/themselves.

Article 10 Where the board of supervisors or shareholder(s) decide(s) to convene a general meeting by itself/themselves, it/they shall notify the board of directors in writing and file with the Stock Exchange at the same time.

Before the resolution of the shareholders' meeting, the shareholders' shareholding ratio shall not be less than 10%. When the board of supervisors and the convening of the shareholders decide to send a notice of the general meeting of shareholders and the announcement of the resolution of the shareholders' general meeting, they shall also submit the relevant certification materials to the local stock exchange at the same time.

Article 11 With regard to the general meeting convened by the board of supervisors or shareholders on its/their own initiative, the board of directors and its secretary or the secretary of the company shall offer cooperation. The board of directors shall provide a shareholders' register as of the equity registration date. Where the board of directors fails to provide the shareholders' register, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the general meeting. The shareholders' register obtained by the convener shall not be used for other purposes except for the general meeting.

Article 12 Where the board of supervisors or shareholder(s) convene(s) the general meeting, the expenses incurred therefrom shall be borne by the Company.

Chapter 3 Proposals and Notice of General Meetings

Article 13 The content of a proposal shall be determined by the general meeting, shall have definite topics and specific issues for resolution, and shall comply with the relevant provisions of laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association.

Article 14 Where the Company convenes a general meeting, the board of directors, board of supervisors, and shareholder(s) severally or jointly holding more than 3% shares of the Company may make proposals to the Company in written form. Matters within the scope of authority of the shareholders' meeting of the proposal shall be included in the agenda of the meeting.

Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener 10 days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposal and announce the content of the provisional proposal.

Save as specified in the preceding paragraph, the convener shall not change the proposal set out in the notice of the general meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of general meeting or not complying with the preceding article of these rules shall not be voted on or resolved at the general meeting.

Article 15 When the Company convenes a general meeting, the convener shall notify the Shareholders by way of announcement at least 21 days before the date of the annual general meeting, and for an extraordinary general meeting, the Shareholders shall be notified by way of announcement at least 15 days before the date of the meeting.

The duration of the aforesaid notice of the general meeting shall not include the date on which then announcement is published and meeting is convened.

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

Article 16 Notice of the shareholders' meeting includes the following:

(III) The amount of shares of the company one holds;

(IV) Whether one has been punished by CSRC or any other relevant department or reprimanded by the stock exchange.

Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.

Article 18 There shall be not more than 7 business days in the notice of the shareholders' meeting between the date of record and the date of the general meeting. The regulatory rule(s) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed. The date of record shall not be changed once determined.

~~Article 18~~

~~The notice of general meeting sh~~all:

~~(I) Be made in writing~~;

~~(II) Specify the venue, date and time of the mee~~ting;

~~(III) State matters and proposals to be considered at the m~~eeting;

~~(IV) Provide the shareholders with such information and explanation as necessary for them~~ to make ~~informed decisions in connection with the matters to be discussed; this principle inclu~~des (but ~~is not limited to) where a proposal is made to merge the company, to repurchase sh~~ares of the ~~company, to reorganize its share capital or to make any other reorganization of the c~~ompany, ~~and detailed conditions of the proposed transaction shall be provided together with c~~ontracts ~~(if any) and the cause and effect of any such proposal shall also be properly ex~~plained;

~~(V) Disclose the nature and extent of the interest where any director, supervisor, president~~ or other ~~senior executive have a material interest in the proposed matters to be discussed;~~ describe ~~the difference where the impact of the matters to be discussed on such director, su~~pervisor, ~~president or senior executive in their capacity as shareholders is different from the im~~pact on ~~other shareholders of the same c~~lass;

~~(VI) Contain the full text of any special resolution proposed to be passed at the m~~eeting;

~~(VII) Contain a clear statement that a shareholder entitled to attend and vote at such meeting~~ is entitled ~~to appoint one or more proxies to attend and vote at such meeting on his behalf and~~ that such ~~proxy need not be a shareholde~~r;

~~(VIII) Specify the time and venue for serving the power of attorney for the voting proxy for the m~~eeting;

~~(IX) Specify the equity registration date of shareholders entitled to attend the general m~~eeting;

~~(X) Specify the name and telephone number of the coordinator of the m~~eeting;

~~(XI) Specify the time and procedures for voting online or other~~wise.

~~(XII) And other content of disclosure of Hong Kong Listing Rules and Listing Rules of~~ SSE.

~~The interval between the equity registration date and the date of meeting may not be more t~~han seven ~~workdays except as otherwise required by the relevant stock exchange or regulatory authority w~~here the ~~shares are listed. Once the equity registration date has been confirmed, which cannot be change~~d anymore.

~~Article 19 The notice of a general meeting shall be delivered in any permitted way of the~~ Stock ~~Exchange that company listed on (including, but not limited to post, e-mail, bulletin, published~~ on the ~~website of the company or the relevant stock exchange websites, etc.) to shareholders (whether o~~r not they ~~are entitled to vote at the general meeting) delivery to their addresses as shown in the shareholder~~s' register. ~~For domestic shareholders (A shareholders after A share listed), notices of general meetings may~~ be issued ~~by announcemen~~t.

~~The announcement referred to in the preceding paragraph shall be published in one or more n~~ewspapers ~~designated by the regulatory securities authority under the State Council. Once the announcemen~~t has been ~~published, all holders of domestic listed shares shall be deemed to have received the notice of relev~~ant general ~~meeting. For H shareholders, announcement shall be published based on the Hong Kong List~~ing Rules.

~~Article 20~~ Article 19 After a notice of shareholders' general meeting is provided, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, sucu2provisares shall he clielled wles.

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

~~Article 23~~ Article 21 When the general meeting of the Company use the internet or other methods, the voting time and the voting procedure of the internet or other methods should be stated clearly in the notice of the general meeting.

The opening time for voting at a general meeting held by way of Internet or other means shall not be earlier than 3:00 p.m. on the day before the on-site general meeting, and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and the closing time shall not be earlier than 3:00 p.m. on the day of the closing of the on-site general meeting.

~~Article 24~~ Article 22 The board of directors and the other conveners shall take necessary measures to ensure the normal order of the general meeting. The company will take measures to prevent the interference of the general meeting, affray and violations of the legitimate rights and interests of the shareholders and report the situation(s) to the relevant departments to investigate immediately.

~~Article 25~~ Article 23 The shareholders may attend general meetings and exercise the voting rights by themselves, or they can also entrust a proxy to attend the meetings and exercise the voting rights within their authorization.

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

~~All shareholders in the shareholders' register on the equity registration date or proxies thereof shall be entitled to attend general meetings, the company and the conveners cannot refuse them under any reasons.~~

~~The Company shall set up the registration procedures for on-site attendance before the date of the general meeting, but shall not prevent shareholders or their proxies from attending the general meeting and exercising their voting rights according to the relevant laws and regulations.~~

Article 24 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself

Article 25 The power of attorney issued by a shareholder to appoint another person to attend a

(4) The relevant documents submitted by the principal or the person attending the meeting on his/her behalf have other obvious violations of the relevant provisions of the laws, administrative regulations, the Articles of Association or the Rules.

Article 29 The principal and his/her proxy shall assume corresponding legal consequences for the principal's or his/her proxy's ineligibility to attend the meeting because the principal authorizes unclearly or the certificate submitted by his or her proxy to prove the principal's legal identity or the entrustment relationship and other relevant documents fail to meet the provisions of the laws, regulations and the Articles of Association.

~~Article 26 Shareholders attending the general meeting shall present their share account cards~~, identity ~~card or other identity certificate; Proxies attending the general meeting on behalf of an individual shareholder shall also present his/her identity card and the power of attorney of the shareholder~~.

~~Article 27~~ Article 30 ~~Attendees register shall be prepared by the Company, which register~~ shall ~~state the names (or names of the corporations), identification card number and the number of voting shares held or represented, names of the principal (or names of the corporations) and register.~~ A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, domicile, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.

Article 31 The convener(s) and lawyers engaged by the Company shall jointly verify the validity of shareholders' qualifications based on the members registration list offered by the securities registration and clearing institution, and shall register names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold. If the regulatory rules of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.

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

~~Article 28~~ Article 32 All directors, supervisors and the secretary to the board of directors or the company shall attend general meetings of the Company. The president and other senior executives shall be present at the meetings without voting rights.

~~Article 29~~ Article 33 The chairman of the board of directors shall preside over the general meeting. ~~Where a general meeting is convened by the Board, the chairman of the Board shall preside the~~ meeting. If the chairman is unable or fails to perform his duties, the deputy chairman shall convene and preside the meeting. In the event that the deputy chairman is unable or fails to perform his duties, a director shall be elected by a simple majority of directors to preside the meeting.

~~Article 30~~ A general meeting convened by the board of supervisors itself shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors cannot or does not fulfil the duty thereof, more than half of the supervisors may elect a supervisor to preside over the meeting.

~~Article 31~~ A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.

~~Article 32~~ When a general meeting is held and the presider violates these rules which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.

~~Article 33~~ Article 34 The board of directors and the board of supervisors shall report their work in the preceding year at the annual general meeting. Also, every independent director should give a work report.

~~Article 34~~ Article 35 ~~In addition to the case involving the Company's commercial secrets cannot be disclosed, the D~~directors, supervisors and senior management staff should make interpretation and illustration according to the queries and suggestions of shareholders.

~~Article 35~~ Article 36 The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

~~In addition to the presider of the meeting should make decisions under the principle of honesty and credit, allowing to make resolutions on pn A2f7 l S Q BTirr0.5 (lo)0.5 (w)0.5 (f2s1M 1 177.02.8 Td [(In additm~~

Chapter 5 Voting and Resolutions at General Meetings

Article 38 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.

Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

Article 39 The following matters shall be approved by ordinary resolutions at a general meeting:

(I) Work reports of the board of directors and the board of supervisors;

(II) Profit distribution plans and loss recovery plans formulated by the board of directors;

(III) Appointment and removal of the members of the board of directors and the members of the board of supervisors who are not employee representatives, their remuneration and the method of payment thereof;

(IV) Annual budget proposals, final accounts of the Company;

(V) The Company's annual report;

(VI) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association.

Article 40 The following matters shall be approved by special resolutions at a general meeting:

(I) Increase or reduction in registered capital of the Company;

(II) Division, spin-off, merger, dissolution and liquidation of the Company;

(III) Revision of the Articles of Association;

(IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;

(V) The equity incentive plans;

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

Article 41 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

~~Article 36 When the shareholders and the intended consideration of the general meeting are~~ related, ~~voting should be avoided; the voting shares held by the shareholders will not be counted into the tota~~l number ~~of voting shares of shareholders who attend the general meeting. The announcement of the resolut~~ions of the ~~general meeting shall fully disclose the voting results of the non-related shareh~~olders.

~~Article 37~~ The general meetings should consider significant matters affecting the interests of small investors; the voting of small investors should be counted separately. And the results shall be disclosed publicly timely. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.

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

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

After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.

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

Article 43 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 44 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:

(I) The board of directors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for director(s);

(II) The board of directors, the board of supervisors and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;

(III) The board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative(s);

(IV) The supervisor(s) representing employees in the board of supervisors shall be elected from the general meeting of employee representative(s);

(V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting. If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

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

When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting.

Article 48 Voting at the general meeting shall record the names of the voters.

~~Article 43 A shareholder attending a general meeting shall express one of the following opin~~ions on ~~any proposal to be voted on: pro, con or abstention. Securities registration and clearing institutions as~~ the name ~~of the holder of Shanghai and Hong Kong stock, but excludes the declaration according to the actua~~l holders.

~~Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting~~ rights, ~~and the voting results representing the shares held by such voters shall be counted as "ab~~stentions".

~~Article 44~~ Article 49 When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.

When proposals are voted on at the general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the ballots.

Shareholders of listed companies or proxies thereof voting over the network or otherwise shall have the right to check their voting results via the corresponding voting system.

~~Article 45~~ Article 50 A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.

Before the voting result is announced, the relevant parties including the listed company, counting officer, monitoring officer, major shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.

Article 51 Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

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

Article 52 In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

~~Article 46~~ Article 53 Resolutions of the general meeting shall be announced in due time in accordance with the listing rules of the stock exchange where the Company's shares are publicly traded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal and the details of each of the resolutions passed.

~~The Company shall make statistics and report on the attendance and voting of the domestic Sh~~areholders ~~(A shareholders) and foreign shareholders (H shareholders), respectively~~. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.

~~Article 47~~ Article 54 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 55 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 56 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

Article 57 Any content of a resolution approved at the shareholders' general meeting of the Company will be invalid if it violates the laws and administrative regulations.

If the procedures for convening a shareholders' general meeting or the voting methods violate the laws, administrative regulations and the Articles of Association or the contents of any resolution violate the Articles of Association, the shareholders may request the competent people's court to withdraw it within 60 days from the date when such resolution is made.

Chapter 6 Minutes of General Meeting and Archives Management

~~Article 48~~ Article 58 Minutes of a general meeting shall be kept by the secretary to the board of directors ~~or the company~~. The minutes of the meeting shall specify:

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

(II) the names of the presider, and the directors, supervisors, president and other senior executives attending or present at the meeting;

(III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;

(IV) the process of discussion in respect of each proposal, highlights of speeches and the voting result;

Article 596

Chapter 5 7 ~~Special Procedures for Voting by Class Shareholders~~ Authorization of Generation Meeting to the Board of Directors

~~Article 53~~ Article 60 Without violation of laws, administrative regulations, department rules, the Listed Rules and the Articles of Association, the general meeting may pass a resolution to authorize the board of directors.

~~Holders of different classes of shares are class shareholders. Class shareholders shall enjoy~~ the rights ~~and fulfill the obligations pursuant to the laws, administrative regulations and the Articles of Asso~~ciation.

~~Article 54~~ Article 61 Matters which, as required by laws, administrative regulations, the Listing Rules and the Articles of Association, shall be resolved at general meetings shall be considered and reviewed at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

For any authorization granted to the board of directors by the general meeting, the matter involved shall be approved by shareholders (including their proxies) representing more than one-half of the voting rights present at the general meeting if it constitutes an ordinary resolution, or by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting if it constitutes a special resolution. The contents of the authorization shall be clearly specified in details.

~~Rights conferred on any class of shareholders in the capacity of shareholders may not be~~ varied or ~~abrogated (as set out in the Articles of Association and other relevant laws and regulations or pro~~visions (if ~~any)) unless approved by a special resolution of shareholders' general meeting and by holders of~~ shares of ~~that class at a class meet~~ing.

~~Article 55~~ Article 62 ~~Resolutions of a class meeting shall be approved by votes representin~~g more ~~than two-thirds of the voting rights of shareholders of that class present at the meeting who are entitl~~ed to vote ~~at the meeting~~When making decisions on authorized matters, the board of directors shall conduct sufficient discussions and demonstrations, and if necessary, employ an intermediary institution to provide consultation opinions to ensure the scientificity and rationality of the decision-making matters.

~~Article 56 Where the Company convenes a class meeting, an announcement shall be gi~~ven or an ~~announcement shall be published at least 21 days before the date of the annual general meeting an~~d at least 15 ~~days before the date of the extraordinary general meeting to notify all the shareholders of the said c~~lass in the ~~shareholders' register of the matters to be considered at the meeting, and the date and venue of th~~e meeting. ~~The calculation of the abovementioned period shall not include the date of publishing the annou~~ncement ~~and that of the meeting is convene~~d.

~~Article 57 Notices of class meetings shall only be served on shareholders entitled to vote~~ thereat. ~~Class meetings shall be conducted in a manner as similar as possible to that of general meetings.~~ Provisions ~~in the Articles of Association concerning the procedure for convening of general meetings also~~ apply to ~~class meeting~~s.

~~Article 58 Apart from holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed as shareholders of different c~~lasses.

~~Special voting procedures for class shareholders shall not apply in the following circums~~tances:

~~(I) With the approval by special resolutions at a general meeting (acquired uncond~~itioned ~~authorization or restrained by all terms and conditions through resolution), the C~~ompany ~~recognizes, distributes or issues domestic shares and overseas-listed foreign shares~~, at one or ~~more occasions, the total number of shares not exceeding 20% of each of its existin~~g issued ~~and outstanding domestic shares and overseas- listed foreign shares in every 12~~ months;

~~(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares~~ at the time ~~of its establishment is carried out within 15 months from the date of approval of the s~~ecurities ~~regulatory authority under the State Coun~~cil;

~~(III) Shares of the Company already issued but not listed, with approval from the securities r~~egulatory ~~authority under the State Council, are converted to overseas listed~~ shares.

Chapter ~~6~~ 8 Supplementary Provisions

~~Article 59~~ Article 63 Unless otherwise stated the terms used in the Rules shall have the same meaning with those in the Articles of Association. ~~The announcement or notice of the rules refers t~~o the ~~contents of the information disclosed in the designated newspapers and periodicals of China S~~ecurities ~~Regulatory commission except as otherwise required by the relevant stock exchange or regulatory~~ authority ~~where the shares are listed. Notice or announcement with a longer length, the company may choose~~ to specify ~~the contents of the disclosure briefly in the designated newspapers and periodicals of China S~~ecurities ~~Regulatory commission, but the full text should also be published on the website of the China S~~ecurities ~~Regulatory commissio~~n.

~~Supplementary notices of general meeting as mentioned in the rules shall be announced on~~ the same ~~newspapers on which the notices of meeting are anno~~unced.

~~Article 60 The phrases "more than" and "within" as mentioned in these rules are inclusive~~ while ~~"exceeding", "less than" and "more than" are exclu~~sive.

Article 64 For the purpose of the Rules, the terms " above", " within", " not more than" are inclusive terms and the terms " exceeding", " less than", " beyond"" below" and " more than" are exclusive terms.

~~Article 61 In any of the following circumstances, the rules shall be amended~~ to be:

~~(1) After the modification of the articles of association, the provisions of these rules are inco~~nsistent ~~with the articles of association of the amend~~ed;

~~(2) The General Meetings decide to amend the~~ rules.

~~Article 62~~ Article 65 The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

~~The unsettle affairs of the rules are applicable to the provisions of the relevant laws, regulation~~s, rules ~~and regulatory documents and the articles of association. If the provisions of these rules are inconsi~~stent with ~~relevant laws, regulations, rules, regulations document and the articles of association and Hong Kon~~g Listing ~~Rules or Listing Rules of SSE, the provisions of relevant laws, regulations, rules, regulations docu~~ment and ~~the articles of association and Hong Kong Listing Rules or Listing Rules of SSE shall~~ prevail.

~~Article 63~~ Article 66 These rules shall be subject to interpretation by the board of directors of the Company as an appendix of Articles of Association.

~~Article 64~~ Article 67 These rules shall come into effect upon deliberation and approval of the general meeting of the Compa~~ny. Upon the effective day of the rules, the existing rules of the Com~~pany will ~~lapse automatically~~.

H K E C L E H K L

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(C)

(Stock code: 6865)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN ha hea nn a l genera l mee ing (he AGM) of Fla Gla ss Gro p Co., L d. (he Company) ill be held a 1:30 p.m. on Monda , 17 J ne 2024 a he La rge Conference Room, 1s Floor, Fla Gla ss Gro p Co., L d., 1999 Y nhe Roa d, Xi ksho Dis ric , Jia ing, Zheji a ng Pro ince, he People's Rep blic of Chi a for he p rpose of considering, a nd if ho gh fi , pa ssing he follo ing resol ions b a of ordina r or specia l resol ions a s indica ed. Unless defined o her ise, ca pi a li ksed erms sed in his no ice sha ll ha e he sa me mea ningsa s hose defined in he circ la r of he Compa n da ed 23 Ma 2024:

Ordina r resol ion 1. To considera nd a ppro e he repor of he Boa rd for he ea r ended 31 December 2023.

Ordina r resol ion 2. To considera nd a ppro e he repor of he S per isor Commi ee for he ea r ended 31 December 2023.

Ordina r resol ion 3. To considera nd a ppro e hea di ed consolida ed fina ncia l sa emen s of he Compa n a nd i s s bsidia ries for he ea r ended 31 December 2023.

Ordina r resol ion 4. To consider a nd a ppro e he a nn a l repor a nd a nn a l res l s of he Compa n for he ea r ended 31 December 2023.

Ordina r resol ion 5. To considera nd a ppro e he repor on he Compa n 's fina l a cco n s for he ea r ended 31 December 2023.

Ordina r resol ion 6. To considera nd a ppro e he repor on he Compa n 's fina ncia l b dge for he ea r ending 31 December 2024.

Ordina r resol ion 7. To considera nd a ppro e he profi dis rib ion pla n for he ea r ended 31 December 2023.

Ordinary resolution 8. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP in the PRC as the Company's auditors until the conclusion of the next annual general meeting of the Company, and to approve and authorise the Board to determine its remuneration.

Ordinary resolution 9. To consider and approve the proposal on determination of the remuneration of the Directors for the year ending 31 December 2024.

Ordinary resolution 10. To consider and approve the proposal on determination of the remuneration of the Supervisors for the year ending 31 December 2024.

Ordinary resolution 11. To consider and approve the environmental, social and governance report of the Company for the year ended 31 December 2023.

Special resolution 12. To consider and approve the guarantees to be provided by the Group for its potential credit facilities of up to RMB26 billion and to authorise the chairman of the Board and its authorised persons to sign all legal documents relating to the credit facilities, and the validity period of this resolution to be valid until the date of the next annual general meeting of the Company.

Special resolution 13. To consider and, if thought fit, to approve the following general mandate for the Board and any of its authorised persons to repurchase the H Shares during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the H Shares:

(a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the 2023 AGM and of the relevant resolutions at class meetings of Shareholders and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Hong Kong Stock Exchange.

(b) the Board be authorised to (including but not limited to the following):

(i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;

(ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

A , , , , , , $ D$ M . , H $, M . J$ J$, , M . , , , M . $ M . $, , , $, - , $ D$, , M . , , M . H F , M . K , C , .

, , :

1. In order o ascer ain he Shareholders' en i lemen oa end and o ea he AGM, he regis er of members of he Compan ill be closed from Wednesda , 12 J ne 2024 o Monda , 17 J ne 2024 (bo h da s incl si e), d ring hich period no ransfer of shares ill be regis ered. In order o q alif for a ending and o ing a he for hcoming AGM, all ransfer doc men s m s be lodged i h he Compan 's share regis rar in respec of H Shares, Tricor In es or Ser ices Limi ed, a 17/F, Far Eas Finance Cen re, 16 Harco r Road, Hong Kong (for holders of H Shares), for regis ra ion before 4:30 p.m. on T esda , 11 J ne 2024. H Shareholders hose names appear on he regis er of members of he Compan on T esda , 11 J ne 2024 are en i led oa end and o ea he AGM. The record da e and arrangemen s in respec of he A Shareholders ho are en i led oa end he AGM ill be de ermined and anno nced separa el in he PRC b he Compan .

2. Shareholders ho are en i led oa end and o ea he AGM ma appoin one or more pro ies oa end and o e on heir behalf. A pro need no be a Shareholder.

3. The ins r men appoin inga pro m s be in ri ing nder he hand of a Shareholder or his a orne d l a hori ed in ri ing. If he Shareholder is a legal person, ha ins r men m s be e ec ed ei her nder i s seal or nder he hand of i s direc or or o hera orne d l a horised o sign he same.

4. In order o be a lid, he pro form m s be deposi ed b hand or b pos , for holders of H Shares of he Compan , o he H share regis rar of he Compan , Tricor In es or Ser ices Limi ed, a 17/F, Far Eas Finance Cen re, 16 Harco r Road, Hong Kong no less han 24 ho rs before he ime for holding he AGM. If he pro form is signed b a person nder a po er of a orne or o hera hori , a no aria l cop of ha po er of a orne or a hori shall be deposi ed a he same ime as men ioned in he pro form. Comple ion and re rn of he pro form ill no precl de he Shareholders from a ending and o ing in persona he AGM or an a djo rned mee ings sho ld he so ish.

5. Shareholders or heir pro ies shall pro ide heir iden ifica ion doc men s hen a ending he AGM.

6. Shareholders a ending he AGM shall be responsible for heir o n ra el and accommoda ion e penses.

7. The address of he head office in he PRC of he Compan is 1999 Y nhe Road, Xi sho Dis ric , Jia ing, Zhejiang Pro ince, he PRC.

H K E C L E H K L

C L C

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(C)

(Stock code: 6865)

NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN

(i) ca ncel he rep rcha sed H Sha res, a nd e ec e a nd dea l i h a n rele a n doc men sa nd ma ers in connec ion i h hea foremen ioned rep rcha se.

(c) For he p rpose of his specia l resol ion, Relevant Period mea ns he period from he pa ssing of he specia l resol ion a he 2023 AGM a nd he 2024 Firs Cha ss Mee ings n il he ea rlies of:

(i) he concl sion of hea nn a l genera l mee ing of he Comp.5(of)-270.8 9.8of he hea n

4. In order o be a lid, he pro form m s be deposi ed b hand or b pos o he Compa n 's sha re regis ra r in respec of H Sha res, Tricor In es or Ser ices Limi ed, a 17/F, Far Ea s Fima nce Cen re, 16 Ha rco r Roa d, Hong Kong no less ha n 24 ho rs before he ime desigma ed for holding of he 2024 Firs H Sha re Cla ss Mee ing. If he pro form is signed b a person nder a po er of a orne or o hera hori , a no a ria l cop of ha po er of a orne ora hori sha ll be deposi ed a he sa me ime a s men ioned in he pro form. Comple ion a nd re rn of he pro form ill no precl de he a Sha reholder froma ending a nd o ing in persona he 2024 Firs H Sha re Cla ss Mee ing ora n a djo rned mee ings sho ld he so ish.

5. A H Sha reholder or his pro sha ll prod ce proof of iden i hen a ending he 2024 Firs H Sha re Cla ss Mee ing. If a H Sha reholder is a lega l person, i s lega l represena i e or o her persons a horised b he boa rd of direc ors or o her go erning bod of s ch H Sha reholder ma a end he 2024 Firs H Sha re Cla ss Mee ing b prod cing a cop of he resol ion of he boa rd of direc ors or o her go erning bod of s ch H Sha reholder a ppoin ing s ch person(s) o a end he mee ing.

6. Sha reholders hoa end sha ll bea r heir o n ra elling a nd a ccommoda ion e penses.

7. The regis er of members of he Compa n ill be closed from Wednesda , 12 J ne 2024 o Monda , 17 J ne 2024 (bo h da s incl si e).

8. The a ddress of he hea d office in he PRC of he Compa n is 1999 Y nhe Roa d, Xi sho Dis ric , Jia ing, Zheji ang Pro ince, he PRC.