

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to determine the duties and permissions of a sh

legality of procedures

China (hereinafter referred

Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareh y Overseas Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited

CHAPTER 2 NATURE AND POWERS OF THE SHAREHOL

Article 5

functions and powers in accordance with the provisions of the Company Law, the Articles of Association and the Rules hereto.

Article 6

engages in other conducts that need to identify the shareholdings, the Board of Directors or the convener s liquidation or included in the register of shareholders on the shareholding record date shall be the entitled to relevant rights and interests of the Company.

the number of shares they hold on the sh

Article 7

scope specified in the Company Law, the Articles of Association and these Rules, and shall not interfere

Article 8

as provided by the Articles of Association according to law.

Article 9 Where the Company intends to provide guarantee for its shareholder, de facto controller and rel

The shareholder specified in the preceding paragraph or the shareholder controlled by the de facto controller specified in the preceding paragraph shall not participate in the voting for the matter involved, and this proposal shall be passed by more than half of the votes of other shareholders present at the meeting.

CHAPTER 3 THE CONVENING OF GENERAL MEETINGS

Article 10

general meetings.

Annual general meetings are required to be held once every year within six (6) months after the end of the previous financial year.

Extraordinary general meetings are held from time to time. An extraordinary general meeting is required to be held within two (2) months after the occurrence of the circumstances stipulated in the Articles of Association.

In case of failing to hold the shareho eting within the timeframe stated above, the Company shall report to the local office of the CSRC and the stock exchange where the shares of the Company are listed for trading, illustrate the reasons and make an announcement.

Article 11

the period stipulated in the Articles 10 of these Rules.

Article 12 Two or more independent non-executive Directors shall have the rights to propose to the Board of Directors to convene an extraordinary general meeting. Regarding the proposal requesting to convene an extraordinary general meeting by the independent non-

If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders. Any changes made to the original proposals in the notice shall be agreed by the relevant shareholders.

If the Supervisory Committee does not issue the notice of general meeting within the prescribed period, it shall be deemed as the Supervisory Committee not convening and not presiding over the meeting. The Shareholders of the Company for more than 90 consecutive days are entitled to convene and preside over the meeting by themselves.

Article 15 Where the Supervisory Committee or Shareholders convene a general meeting by themselves, a written notice shall be submitted to the Board of Directors and filed with stock exchange at the same time.

Shareholders convening the meeting shall hold no less than 10% of the Shares during the period from the date of convening the meeting to the date of the meeting.

Article 16 Where Shareholders convene a general meeting by themselves, the Board of Directors and the secretary to the Board of Directors will cooperate. The Board of Directors will provide the register of shareholders on the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may carry relevant registration and clearing institutions. The convener shall not use the register of shareholders for purposes other than convening the meeting.

Article 17 Where Shareholders convene a general meeting according to the as aforesaid requirements, the expenses necessarily accrued therefrom shall be borne by the Company and be deducted from the amounts due for payment to the Directors as a result of their negligence.

Article 18 The contents of the proposals to be raised shall be within the scope of functions and powers of the Company, and shall be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, Stock Exchange Listing Rules and the Articles of Association.

Article 19 Shareholders, the Supervisory Committee or Shareholders individually or jointly holding 3% or more of the Shares of the Company are entitled to propose resolutions to the Company.

If Shareholders submit ad hoc proposals at the meeting, the following circumstances shall be prohibited:

- (I) Shareholders who submit proposals fail to comply with the subject qualification requirements such as shareholding ratio;
- (II) The period prescribed in proposals is exceeded;
- (III) The proposals are not within the terms of the Articles of Association.

(IV) There is no clear topics and specific resolutions in the proposals;

(V) The contents of proposals are in violation of laws and regulations and relevant requirements of the ShenZhen Stock Exchange;

(VI) The contents of proposals fail to comply with the requirements of the Articles of Association.

The shareholders submitting ad hoc proposals, shall provide the convener with the supporting documents that they hold more _____ shareholders jointly submit proposals by proxy, the entrusting shareholder shall issue an authority document in writing to the entrusted shareholder.

The shareholders submitting ad hoc proposals or their proxies shall deliver the proposal letter, power of attorney, valid certificates _____ other relevant documents to the convener within the prescribed period.

The contents of the proposal letter of ad hoc proposals shall include: the name of proposals, the specific content of proposals, _____ the _____ Companies and the relevant requirements of the Shenzhen Stock Exchange, and the assurance statement of proposers on authenticity of the shareholding supporting document and power of attorney.

If ad hoc proposals do not have the circumstances specified in the second paragraph, the convener shall not refuse to _____ general meeting for consideration. The convener shall issue a supplementary notice of _____ ng within the specified time, disclosing the name of shareholders submitting ad hoc proposals, the shareholding ratio and the specific content of new proposals.

If the convener determines that the ad hoc proposals have the circumstances specified in the second paragraph, and further determines that such proposal shall not be voted and _____ general meeting, the convener shall announce the contents of _____ within two days upon receipt of the proposal, and explains the basis and legal compliance of the aforementioned determination, and also appoints a law firm to issue the legal opinion on the relevant reasons and their legal compliance and makes an announcement.

Shareholders individually or jointly holding 3% or more of the Shares of the Company (including preferred shareholders with restored voting rights) may submit ad hoc proposals in writing to the convener of the _____ convening of the shareholder meeting. The convener shall issue a supplemental notice _____ days upon receipt of the proposals and announce the contents of the ad hoc proposals.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice notice of general meetings nor add new proposals. The candidate list of Directors and Supervisors shall be su

If the convener is required to supplement or amend the di

Article 24 In the event that the election of Directors and Supervisors is to be discussed at a

announcement.

The announcement referred to in the preceding paragraph shall be published on the website of the stock exchange where the Domestic Shares of the Company are listed and the media meeting the conditions stipulated by the securities regulatory authorities under the State Council. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in

represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies may attend meeting on behalf of the recognized clearing house or its agent (without presentation of evidence of its shareholding, notarized authorization and/or any further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they are the individual shareholders of the Company.

Article 30

have the right to appoint one or more persons (such persons may not be shareholders) as his proxies to attend and vote on his/her behalf, and the proxies so appointed may exercise the following rights as specified in the Articles of Association.

Article 31 The instrument appointing a proxy shall be in writing and signed by of the principal or his/her attorney authorized in writing; if the principal is a legal person, the document shall be affixed with the seal of the legal person or signed by its legal representative or the proxy authorized by a resolution of its Board or other decision-making bodies.

The instr
general meeting shall include the contents as required in the Articles of Association.

Article 32 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the a shareholder shall produce his/her identity document and the form of proxy signed by the principal or its legal representative with the issue date.

Article 33 Any form issued by the Board of the Company to its shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favor of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted at the meeting. The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her own discretion.

Article 34 Where the principal has deceased, incapacitated to act, witha(heie)right aF470003> 3> 3>

signature of the powers of attorney is obviously inconsistent;

(IV) The power of attorney is not signed or stamped by the principal;

(V) Relevant identity documents submitted by the principal or the persons present at the meeting on his/her behalf obviously violate relevant provisions of the laws, regulations and the Articles of Association.

Article 36 The principal or his/her proxy shall assume corresponding legal consequences for the or the certificate submitted by his or her proxy to prove th relationship and other relevant documents fail to meet the provisions of the laws, regulations and the Articles of Association.

Article 37 A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain items including but not limited to the names of attendants (or names of organizations), identity card numbers, residential addresses, the number of shares held or representing the voting rights and names (or name of organizations) of the proxies.

Article 38 The convener and the lawyer engaged by the Company shall examine the legality of registrations and clearing institutions. The names of shareholders and the number of shares with voting rights shall be registered. The registration at the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the shares held with voting rights.

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Article 39 convened by way of on-site meetings. The Company will provide conveniences for shareholders to attend or required by relevant regulatory to have been present at the meeting.

Article 40 The voting time and voting procedures for the online meeting or other means of

Article 41 is held, the secretary to the Board shall be responsible for organizing the meeting, preparing documents and other matters related to

Article 42 The Board and any other convener shall take necessary steps to ensure the proper order oxies) attending the meeting, Directors, Supervisors, senior management and persons invited by the Board, the Company has the right to refuse the admission of other persons according to law. The Company shall take steps to stop any act disturbing the share shareholders, and shall report such act to relevant departments for investigation and treatment.

The chairman of the meeting may require the following persons to leave the meeting venue:

(I) Those ineligible to attend the meeting;

- (II) Those who violate laws, regulations and the Articles of Association, disturb the normal order of the meeting venue and still do so even after dissuasion.

If the above-mentioned persons refuse to obey the order, the chairman of the meeting may ask the staff member to compel them to leave the meeting venue, and if necessary, he may ask the public security organs for help.

Article 43 All Directors, Supervisor

Article 54 Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place(s) in which the shares of the Company are listed, the Board, independent non-executive Directors, shareholders who hold more than one percent of voting shares or investors protection institutes established in accordance with laws, administrative regulations or rules of the CSRC may solicit for the voting shares from shareholders, publicly request the shareholders of the Company to _____ behalf in person or by appointing securities companies and securities service institutes and exercise the right of submitting proposals, the voting right and other _____ solicitor shall disclose the soliciting announcement and related soliciting document in accordance with rules, and disclose updates and results on the soliciting according to the requirements, while the Company shall cooperate. The solicitor who _____ hares shall undertake not to transfer shares held by itself prior to announcement of resolution for considering _____ general meeting. The solicitor may publicly solicit for rights of shareholders by electronic method to provide convenience for _____ shall cooperate. The solicitor who vote only on _____ general meeting shall concurrently seek _____ pinion on other resolutions, and vote on their behalf based on their opinion. Consideration or de facto _____ is prohibited. Except for statutory conditions, no minimum shareholding limitation shall be imposed for soliciting voting rights by the Company. Where the public soliciting of _____ administrative regulations or relevant rules of securities regulatory authorities of the State Council and causes damages to the Company or shareholders, it shall assume liability for compensation in accordance with laws.

Abstaining and voting procedures of the related shareholders shall be recorded in the minutes of the meeting.

If Directors will be elected by cumulative voting independent non-executive Directors and non-independent non-executive Directors shall be conducted separately.

Article 62 Except for the cumulative voting system, all resolutions shall be voted at the sh proposal when various proposals are put forward concerning the same issue. Except under special circumstances such as force majeure which leads to the suspension or inability to pass resolutions at a general meeting.

Article 63 No amendment shall be proposed to a proposal when it is being considered at a g.

Article 64 Where any shareholder is, under the Stock Exchange Listing Rules, required to abstain from voting for any resolution or restricted to voting only for or only against it, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the total number of voting shares.

Article 65 following stances when a resolution is put forward for voting: for, against or abstain.

Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as

Article 66 When the shareholders are ordered to leave the meeting venue due to their violation of relevant laws, regulations, normative documents, the Articles of Association and disciplines of the es with voting rights which they hold shall not be counted in the total number of valid votes for this meeting.

Article 67 that are not legally and validly eligible to attend the meeting shall be deemed invalid, and the shares with voting rights which they hold or represent shall not be counted in the total number of valid votes for this meeting of the meeting.

Article 68 Before voting takes place on a proposal at a s that a shareholder is related with a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.

representatives of shareholders and Supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.

Shareholders of the Company or their proxies who cast their votes through internet or by other methods shall have the right to inspect their own voting results through an appropriate voting system.

Article 69 The voting result, upon completion of statistics, shall be reported to the chairman of the meeting. If the chairman of the meeting has any doubt about the voting result of a resolution, he may

arrange the recounting of the votes; if the chairman of the me

from voting for the resolutions, the total number of shares of holders required to abstain from voting and the total number of shares of holders actually voting for and against the resolutions.

Article 78

When the meeting is suspended or adjourned, and no resolutions can be made because of force majeure or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate that meeting immediately followed by a timely public announcement. Meanwhile, the convener shall report to the CSRC branches in the place where the Company is domiciled and the Shenzhen Stock Exchange.

Article 79 Minutes shall be kept at the _____ the Board shall be responsible for the minutes. The Directors present at the meeting, Supervisors, the secretary to the Board, convener or its proxy and the chairman of the meeting shall sign the minutes of the meeting.

Article 80 The minute

- (I) Time, venue and agenda of the meeting and name or title of the convener;
- (II) The name of the chairman of the meeting and the names of the Directors, Supervisors, the secretary to the Board, president and other senior management attending or present at the meeting;
- (III) The number of shareholders and proxies attending the meeting, number of voting shares they represent and the percentages of the voting shares held by them to the total number of shares of the Company;
- (IV) The process of review and discussion, summary of any speech and voting results of each proposal;
- (V) _____ gestions and corresponding answers or explanations;
- (VI) Name of the lawyers and the vote counter and scrutineer(s);
- (VII) Other contents to be included as specified in the Articles of Association.

Article 81 The convener shall warrant that the contents of the minutes are true, accurate and complete. The Directors, Supervisors, secretary of the Board, convener or their representatives and the chairman of the meeting shall sign the minutes. The minutes shall be kept together with the signature register of shareholders attending the meeting in person and proxy forms and valid materials relating to voting through internet or otherwise for a period of not less than 10 years.

Article 88

shareholders entitled to voting thereat.

al meeting. The provisions of the Articles of Association in relation to class meeting.

Article 89 In addition to the holders of other classes of shares, holders of Domestic Shares are deemed to be different class shareholders with holders of overseas-listed foreign shares.

The special procedures for voting of class shareholders shall not apply under the following circumstances: (I) where the Company issues Domestic Shares and overseas-listed foreign shares, upon separately or concurrently, once every 12 months and the number of each of the Domestic Shares and overseas-listed foreign shares to be issued is not more than 20% of the respective issued shares of such -listed foreign shares upon its incorporation is implemented within 15 months from the date of approval by the CSRC; (III) upon

Article 95
Company will be invalid if it violates the laws and administrative regulations.

meeting of the

laws, administrative regulations or the Articles of Association or the contents of any resolution violate the
60 days from the date when such resolution is made.

Article 96 The president shall report the implementation progress of the resolutions of the
general meeting; for matters involving the implementation of the Supervisory Committee, the
Supervisory Co
Committee may also inform the Board first if deemed necessary.

