

ENN Natural Gas Co., Ltd.

Articles of Association

Revised in April 2021

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Chapter I General Provisions

Article 1 The Articles of Association are formulated in accordance with the "Company Law of the People's Republic of China" (hereinafter referred to as the "Company Law"), the "Securities Law of the People's Republic of China" (hereinafter referred to as the "Securities Law") and other relevant provisions in order to safeguard the legitimate rights and interests of the Company, shareholders and creditors and regulate the organization and conduct of the Company.

Article 2 ENN Natural Gas Co., Ltd.(hereinafter referred to as "Company" or "the Company") is a joint stock limited company incorporated pursuant to the "Company Law" and other relevant laws and regulations.

The Company has been established by means of targeted raising after being approved by Hebei Commission for Structural Reforms by JI Commission for Structural Reforms GU ZI [1992] No. 1 and No. 40 Documents; Registered at Shijiazhuang Administrative Bureau for Industry and Commerce and obtained business license with unified social credit code of 91130100107744755W.

Article 3 With the approval of China Securities Regulatory Commission on September 13,1993, the Company first issued 20 million shares of ordinary shares to the public and was listed on the Shanghai Stock Exchange on January 3,1994.

Article 4 Chinese Name of the Company: 新奥天然气股份有限公司。

English Name of the Company: ENN NaturalGasCo., Ltd.

Article 5 Company Domicile: No. 383, Heping East Road, Shijiazhuang City, Hebei Province, China. Postal Code: 050031.

Article 6 The registered capital of the Company is RMB 2,845,853,619 yuan.

Article 7 The Company is a permanently existing limited liability company.

Article 8 The chairman of the board is the legal representative of the Company.

Article 9 All the assets of the Company are divided into equal shares. Shareholders shall be liable to the Company within the limit of the shares subscribed for, and the Company shall be liable for the debts of the Company with all assets of the Company.

Article 10 The Articles of Association shall, on the effective date, become a legally binding document regulating the organization and conduct of the Company, the relationship of rights and obligations between the Company and shareholders and among shareholders, and become documents legally binding the Company, shareholders, directors, supervisors and senior executives. In accordance with the Articles of Association, shareholders may sue shareholders, and directors, supervisors, chief executive officers or co-chief executive officers, presidents and other senior executives of the Company, and the Company, while the Company may sue shareholders, directors, supervisors, chief executive officers or co-chief executive officers, presidents and other senior executives.

Article 11 Other senior executives referred to in the Articles of Association refer to the Chief Financial Officer, Vice President, Chief Accountant, President Assistant, Secretary of the Board of Directors and other personnel determined by the Board of Directors of the Company.

Chapter II Business Mission and Scope

Article 12 Operating Mission of the Company: Under the guidance of national clean energy planning and policy, make full use of the advantages of the Company in the coal-based clean energy business and upstream resources and technology research and development of natural gas, deepen the development of clean energy industry, and devote to ecological environment friendly, to achieve stable and sustainable development of the Company.

Article 13 After being legally registered, the business scope of the Company includes: Construction of clean energy projects based on natural gas, clean energy management services, natural gas clean energy technology research and development, technical consultation, technical service, technology transfer, business management consultation and business consulting service (excluding securities, investment, futures, education and training).

Chapter III Shares

Section I Share Issuance

Article 14 Shares of the Company are represented by share certificates.

Article 15 The issuance of shares of the Company shall be subject to the principles of openness, fairness and impartiality, and each share of the same kind shall have equal rights.

For shares of the same kind issued at the same time, each share shall be issued on the same conditions and at the same price; All entities or individuals subscribing for shares shall pay the same price for each share.

Article 16 Shares issued by the Company shall be marked with par value in Renminbi.

Article 17 Shares issued by the Company shall be deposited centrally in Shanghai Branch of China Securities Depository and Clearing Co., Ltd.

Article 18 The total number of shares of the Company is 2,845,853,619 shares and all shares issued by the Company are ordinary shares.

Article 19 The Company or any subsidiaries of the Company (including any affiliated enterprises of the Company) shall not provide any financial assistance in the form of bestowal, advance fund, guarantee, compensation or loan to any person who purchases or intends to purchase shares of the Company.

Section II Increases and decreases in shares and re-purchase

Article 20 On the basis of the requirements of operation and development, and in accordance with the provisions of laws and regulations, the Company may increase its capital in the following methods upon the resolution of the General Meeting of Shareholders:

- (1) Public issuance of shares;
- (2) Non-public offering of shares;
- (3) Distributing bonus shares to existing shareholders;
- (4) Increase the share capital with the accumulation fund;
- (5) Other methods as prescribed by laws, administrative regulations and approved by the China Securities Regulatory Commission.

Article 21 The Company may reduce its registered capital. The reduction of registered capital of the Company shall be handled in accordance with the "Company Law" and other relevant provisions and the procedures stipulated in the Articles of Association.

Article 22 The Company may purchase shares of the Company in accordance with laws, administrative regulations, departmental rules and the Articles of Association under the following circumstances:

- (1) Reducing the registered capital of the Company;
- (2) Consolidating other companies holding shares of the Company;
- (3) Using shares in employee shareholding plans or equity incentives;
- (4) Shareholders request the Company to acquire its shares due to objections to the resolution on consolidation or division of the Company made by the General Meeting of Shareholders;
- (5) Using shares to convert corporate bonds issued by a listed company that can be converted into stocks;

(6) Necessary for the listed company to safeguard the company value and shareholders' rights and interests.

Except as aforesaid, the Company shall not undertake any acquisition of shares of the Company.

Article 23 The Company may purchase the shares of the Company by means of public centralized transaction or other means approved by laws and regulations and the China Securities Regulatory Commission.

Where the Company acquires shares of the Company due to the circumstances specified in Items No.(3), (5) and (6) of Article 22 of the Articles of Association, the acquisition shall be conducted through public centralized transaction.

Article 24 Where the Company acquires the shares of the Company due to the circumstances specified in Items No.(1) and (2) of Article 22 of the Articles of Association, the resolution of the General Meeting of Shareholders shall be made, Where the Company acquires the shares of the Company due to the circumstances specified in Items No.(3), (5) and (6) of the Articles of Association, the resolution shall be made at the meeting of the Board of Directors attended by more than two-thirds of the directors.

Where the Company acquires the shares of the Company in accordance with the provisions of Article 22 and satisfies the circumstances specified in Item No.(1), cancellation shall be made within 10 days from the date of the acquisition; When satisfied the circumstances specified in Items No.(2) or (4), transfer or cancellation shall be made within six months;

Where the Company acquires the shares of the Company in accordance with provisions of Items No.(3), (5) and (6) of Article 22, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three years.

Section III Share transfer

Article 25 Unless otherwise specified in laws, regulations, rules and normative documents, the shares of the Company may be freely transferred according to law.

Article 26 The Company does not accept the shares of the Company as the subject matter of the pledge right.

Article 27 Shareholders, directors, supervisors and senior executives holding 5% or more of the shares of the Company shall report to the Company on their shares and changes within two days from the date of the fact that the holding shares of the Company are changed. Shareholders, directors, supervisors and senior executives holding 5% or more of the shares shall comply with relevant regulations of regulatory bodies including China Securities Regulatory Commission and Shanghai Stock Exchange regarding the transactions of shares of the Company. In case of any inconsistency or conflict between the provisions of the Articles of Association and laws and regulations, the provisions of laws and regulations shall prevail.

Article 28 Where directors, supervisors, senior executives and shareholders holding more than 5% of the shares of the Company sell their shares of the Company or other securities with equity nature within 6 months after purchase, or purchase again within 6 months after the sale, the earnings thus obtained shall belong to the Company, and the Board of Directors of the Company shall recover the earnings. Whereas, circumstances that the securities company holds more than 5% of the shares due to the excess shares after purchase and sale and other circumstances stipulated by the Securities Supervision and Administration Institution are excluded.

Stocks held by directors, supervisors, senior executives and shareholders of natural persons or other securities with an equity nature as mentioned in the preceding paragraph, including stocks or other securities with an equity nature held by their spouses, parents and children and held by using others' accounts.

Where the Board of Directors of the Company fails to comply with the provisions of the first paragraph, the shareholders shall have the right to require the Board of Directors to execute within 30 days. Where the Board of Directors of the Company fails to execute within the aforementioned time limit, the shareholders shall have the right to initiate litigation directly to the People's Court in their own name for the benefit of the Company.

Where the Board of Directors of the Company fails to comply with the provisions of the first paragraph, the responsible directors shall undertake joint liability according to law.

Chapter IV Shareholders and General Meeting of Shareholders

Section I Stockholder

Article 29 The Company shall establish a register of shareholders, which is sufficient evidence to prove that the shareholders hold shares of the Company, based on the certificates provided by the securities registration institution. Shareholders shall enjoy rights and assume obligations according to the types of shares they hold; Shareholders holding shares of the same kind shall enjoy equal rights and assume equal obligations.

Article 30 When the Company convenes the General Meeting of Shareholders, distributes dividends, liquidates and engages in other acts requiring confirmation of the identity of shareholders, the Board of Directors or the convener of the General Meeting of Shareholders shall determine the equity rights registration date, and the shareholders registered after the closing date of the equity rights registration date shall be the shareholders enjoying relevant rights and interests.

Article 31 Shareholders of the Company shall enjoy the following rights:

- (1) Obtain dividends and other forms of profit distribution according to the holding shares;
- (2) Requesting, convening, presiding over, attending or appointing shareholders' agents to attend the General Meeting of Shareholders according to law, and exercising corresponding voting rights;
- (3) Supervising the operation of the Company and putting forward suggestions or inquiries;
- (4) Transfer, bestow or pledge holding shares in accordance with laws, administrative regulations and the Articles of Association;

(5) Consulting the Articles of Association, the register of shareholders, the counterfoil of company bond, the minutes of the General Meeting of Shareholders, the resolutions of the Board of Directors, the resolutions of the meeting of the Board of Supervisors and the financial and accounting reports;

(6) Participate in the distribution of the residual property of the Company according to the holding shares when the company is terminated or liquidated;

(7) Request the Company to acquire the shares of the shareholders who object to the resolution on consolidation or division made by the General Meeting of Shareholders;

(8) Other rights stipulated in laws, administrative regulations, departmental rules or the Articles of Association.

Article 32 Where a shareholder proposes to consult the relevant information mentioned in the preceding article or requests for information, the shareholder shall provide the company with written documents certifying the type and quantity of holding shares issued by the Company, and the company shall provide such information in accordance with the requirements of the shareholders upon verification of the identity of the shareholders.

Article 33 Where the resolution of the General Meeting of Shareholders or the Board of Directors violates the laws and administrative regulations, the shareholders have the right to request the people's court to deem the resolution as invalid.

Where the convening procedures and voting methods of the General Meeting of Shareholders or the board meeting violate the laws, administrative regulations or the Articles of Association, or the resolution violates the Articles of Association, the shareholders shall have the right to request the People's Court for cancellation within 60 days from the date of making the resolution.

Article 34 Where a director or senior executive violates laws, administrative regulations or the Articles of Association while performing duties, thus causing losses to the Company, the shareholders holding more than 1% of the shares of the Company individually or jointly for more than 180 consecutive days shall have the right to request the Board of Supervisors in writing to initiate litigation to the People's Court; Where the Board of Supervisors violates laws, administrative regulations or the Articles of Association in the performance of its duties and causes losses to the Company, the shareholders may request the Board of Directors to initiate litigation to the People's Court in writing.

Where the Board of Supervisors or the Board of Directors rejects to initiate litigation after receiving the written request from the shareholders mentioned in the preceding paragraph, or fails to initiate litigation within 30 days from the date of receipt of the request, or in case of an emergency or failure to initiate litigation immediately will result in irreparable damages to the interests of the Company, the shareholders mentioned in the preceding paragraph shall have the right to initiate litigation directly to the People's Court in their own name for the benefit of the Company.

Where any other person infringes upon the legitimate rights and interests of the Company and causes losses to the Company, the shareholders prescribed in the first paragraph of the Article may initiate litigation to the people's court in accordance with the provisions of the preceding two paragraphs.

Article 35 Where a director or senior executive violates the provisions of laws, administrative regulations or the Articles of Association, thereby damaging the interests of shareholders, the shareholders may initiate litigation to the people's court.

Article 36 Shareholders of the Company shall undertake the following obligations:

(1) Complying with laws, administrative regulations and the Articles of Association;

(2) Pay the share capital in accordance with the shares subscribed and the method of share subscription;

(3) Performing good faith obligations to the Company according to law. Shareholders holding more than 5% of shares and concerted actors thereof shall disclose to the Board of Directors true, accurate and complete information about related parties and concerted actions, and promise to report to the Board of Directors in a timely manner when the relationship of association or concerted action changes;

(4) Supporting the development strategies and plans formulated by the Board of Directors;

(5) No withdrawal of shares shall be allowed except in cases prescribed by laws and regulations;

(6) No abuse of the rights of shareholders to damage the interests of the Company or other shareholders; No abuse of the independent status of the corporate legal person and limited liability of shareholders to damage the interests of creditors of the Company;

(7) Not seek improper interests, interfere with the decision-making power and administration authority enjoyed by the Board of Directors and senior management according to the Articles of Association, or overstep the Board of Directors and senior management to directly interfere with the operation and management of the Company;

(8) Other obligations are required by laws, administrative regulations and the Articles of Association.

Where the shareholders of the Company abuse rights of shareholders and cause losses to the Company or other shareholders, they shall be liable for compensation according to law; Any shareholder of the Company who abuses the independent status of the legal person of the Company and limited liability of the shareholders, avoids debts and seriously damages the interests of the creditors of the Company, shall undertake joint liability for the debts of the Company.

Article 37 The shareholder, holds more than 5% of the voting shares of the Company and pledges the shares held, shall make a written report to the Company from the date that the fact occurs.

Article 38 The controlling shareholders and actual controllers of the Company shall not damage the interests of the Company by exploiting their affiliated relationship. Anyone who violates the provisions and causes losses to the Company shall undertake liability for compensation.

The controlling shareholders and actual controllers of the Company shall have good faith obligations to the Company and shareholders of the public shares of the Company. The controlling shareholders shall strictly exercise the rights of the investor in accordance with the law. The controlling shareholders shall not damage the legitimate rights and interests of the Company and the shareholders of the public shares by means of profit distribution, asset reorganization, foreign investment, capital occupation and loan guarantee, and shall not damage the interests of the Company and shareholders of the public shares by utilizing controlling status thereof.

The Board of Directors of the Company shall establish a mechanism of "occupation and freezing" of shares held by controlling shareholders and actual controllers, for instance, if the controlling shareholders and actual controllers of the Company occupy the Company's assets in the manner including but not limited to the occupation of the Company's funds, the Board of Directors of the Company shall immediately submit the application to the People's Court in the name of the Company for judicial freezing of the Company's assets occupied and shares held by the controlling shareholders and actual controllers; where liquidation by cash is not possible, the occupied capital of the Company shall be repaid through the realization of equity. The chairman of the Company is the first person responsible for the "occupation and freezing" mechanism, and the financial director and the secretary of the Board of Directors shall assist with the work of "occupation and freezing". The directors, supervisors and senior executives of the Company shall have the obligation to protect the funds of the Company from being occupied by the controlling shareholders and affiliated enterprises thereof. For the directors, supervisors and senior executives who connive and assist the controlling shareholders and actual controllers in occupying the funds of the listed company, the Company shall give notice and warning to the direct responsible person, depending on the seriousness of the circumstances, and shall dismiss the directors, supervisors or senior executives who are seriously responsible.

The "Occupation and Freezing" is performed in accordance with the following procedure:

(1) The financial responsible person shall report to the chairman of the Board of Directors in written on the day discovering that the controlling shareholder misappropriates the assets of the company; The report includes but is not limited to the name of the shareholders, the name of the occupied assets, the location of the occupied assets, the occupation time, the amount involved and the period of liquidation to be required; In case of situations where the directors and senior executives of the Company assist or connive the controlling shareholders and affiliated enterprises thereof in misappropriating the assets of the Company are found, the financial responsible person shall also state in the written report the names of directors or senior executives involved, the details of assisting or conniving the controlling shareholders and affiliated enterprises thereof in misappropriation of the assets of the Company, and the proposed punishment decisions for directors or senior executives involved;

(2) The chairman of the Board of Directors shall urge the secretary of the Board of Directors to notify all directors in writing or by e-mail according to the written report of the financial responsible person and convene an emergency meeting to review issues including the time limit for the controlling shareholder to liquidate, the punishment decision for the directors or senior executives involved, and submission of application to the relevant judicial department for handling the freezing of shares of the controlling shareholder; For directors with serious liability, the Board of Directors shall submit to the General Meeting of Shareholders of the Company for deliberation after relevant punishment decisions are reviewed.

(3) The secretary of the Board of Directors shall send a notice of liquidation within a time limit to the controlling shareholder according to the resolution of the Board of Directors, execute the decision on the punishment of the directors or senior executives involved, submit the application to the relevant judicial authorities for handling relevant matters including the freezing of the shares of the controlling shareholders, and carry out disclosure of relevant information; For the directors with serious responsibility, the secretary of the Board of Directors shall inform the directors involved in a timely manner after the relevant matters are reviewed and approved by the General Meeting of Shareholders of the Company, draft relevant punishment documents and handle corresponding procedures.

(4) Where the controlling shareholder is unable to pay off within the prescribed time limit, the Company shall submit the application to relevant judicial authorities within 30 days after the expiration of the prescribed time limit for the realization of frozen shares to repay the misappropriated assets, and the Secretary of the Board of Directors shall perform relevant information disclosure.

Section II General Provisions of General Meeting of Shareholders

Article 39 The General Meeting of Shareholders is the authority of the Company. It shall exercise the following functions and powers according to law:

- (1) Determine the business policies and investment plans of the Company;
- (2) Elect and replace directors and supervisors who are not represented by staff and workers, and determine matters relating to the remuneration of directors and supervisors;
- (3) Review and approve the report of the Board of Directors;
- (4) Review and approve the report of the Board of Supervisors;
- (5) Review and approve the annual financial budget plan and accounting plan of the Company;

(6) Review and approve the profit distribution policy, profit distribution plan and loss compensation plan of the Company;

(7) Make resolutions on the increase or decrease of the registered capital of the Company and the issuance of shares, subscription certificates and other similar securities of any kind;

(8) Make resolutions on the issue of corporate bonds;

(9) Make resolutions on the consolidation, division, dissolution, liquidation or change of the company form;

(10) Amend the Articles of Association;

(11) Make resolutions on the employment and dismissal of accounting firms;

(12) Review and approve the guarantee items specified in Article 40;

(13) Review the purchase or sale of major assets by the Company within one year, exceeding 30% of the latest audited total assets of the Company;

(14) Any transactions referred to in Article 109 of the Articles of Association (excluding the provision of guarantee, cash assets received and debts solely relieving the obligations of listed companies) that meet one of the following criteria shall be submitted to the General Meeting of Shareholders for deliberation;

1. The total amount of assets involved in the transaction (whichever is higher if book value and appraisal value both exist) accounts for more than 50% of the latest audited total assets of the listed company;

2. The transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the listed company, with the absolute amount exceeding 50 million yuan;

3. The profit generated by the transaction accounts for more than 50% of the audited net profit of the listed company in the latest fiscal year, with the absolute amount exceeding 5 million yuan;

4. The relevant operating revenue of the object of the transaction (e. g. equity) in the latest fiscal year accounts for more than 50% of the audited operating revenue of the listed company in the latest fiscal year, with the absolute amount exceeding 50 million yuan;

5. The net profit related to the object of transaction (e. g. equity) in the latest fiscal year accounts for more than 50% of the audited net profit of the listed company in the latest fiscal year, with the absolute amount exceeding 5 million yuan.

If the data involved in the above indicators is negative, the absolute value shall be taken for the calculation.

(15) To deliberate on and approve the related transactions (excluding external guarantee provided by the Company, cash assets received and debts solely relieving obligations of the listed company) with the amount of more than 30 million and accounting for more than 5% of the absolute value of the latest audited net assets of the company; Where the transaction amount of transactions with the same affiliated person or transactions related to objects of transaction with different affiliated person meets the above criteria for 12 consecutive months, the transaction shall also be submitted to the General Meeting of Shareholders for review and approval;

(16) Review and approve changes to the purpose of the raised funds;

(17) Review the equity incentive plan;

(18) Review other matters that shall be determined by the General Meeting of Shareholders as stipulated in laws, administrative regulations, departmental rules, normative documents and the Articles of Association.

Above-mentioned matters within the functions and powers of the General Meeting of Shareholders shall be reviewed and determined by the General Meeting of Shareholders, however, where necessary, reasonable and legal, the General Meeting of Shareholders may authorize the Board of Directors to determine, and the contents of authorization shall be clear and specific.

The authorization granted to the Board of Directors by the General Meeting of Shareholders shall be approved by more than half of the voting shares held by the voting shareholders (including shareholders' agents) present at the General Meeting of Shareholders if the authorized items are those specified in the Articles of Association that shall be approved by ordinary resolution of the shareholders' meeting; Authorized matters, falls within the scope of matters stipulated in the Articles of Association that shall be adopted by special resolutions of the General Meeting of Shareholders, shall be approved by more than two-thirds of the voting shares held by the voting shareholders (including shareholders' agents) present at the General Meeting of Shareholders.

Article 40 The following external guarantee actions of the Company shall be reviewed and approved by the General Meeting of Shareholders.

(1) Any guarantee provided after the total external guarantee of the Company and holding subsidiaries thereof reaches or exceeds 50% of the latest audited net assets;

(2) Any guarantee provided after the total external guarantee of the Company reaches or exceeds 30% of the latest audited total assets;

(3) Guarantee provided for the guarantee object whose asset-liability ratio exceeds 70%;

(4) Guarantee with the amount of single guarantee exceeds 10% of the latest audited net assets;

(5) Guarantee provided by shareholders, actual controllers and affiliated parties thereof;

(6) Guarantees exceeding 30% of the latest audited total assets of the Company in accordance with the principle of cumulative calculation of guarantee amount for 12 consecutive months;

(7) Guarantee with the amount guaranteed exceeding 50% of the latest audited net assets of the Company and the absolute amount exceeding 50 million yuan in accordance with the principle of cumulative calculation of guarantee amount for 12 consecutive months;

(8) Other guarantees are prescribed by the China Securities Regulatory Commission and the Shanghai Stock Exchange.

The external guarantee, which shall be approved by the General Meeting of Shareholders must be reviewed and approved by the Board of Directors before being submitted to the General Meeting of Shareholders for review and approval. When deliberating the guarantee matters, the Board of Directors must obtain the approval of more than two-thirds of the directors present at the meeting of the Board of Directors. When deliberating the guarantee items mentioned in Item No.(6) of the preceding paragraph, the General Meeting of Shareholders must obtain the approval of more than two-thirds of the voting rights held by the shareholders present at the meeting.

The above-mentioned term "total external guarantee of the Company and controlling subsidiaries thereof" refers to the sum of the total amount of external guarantee of the listed company including guarantee for controlling subsidiaries, the total amount of guarantee among the controlling subsidiaries of the listed company and the total amount of external guarantee of the controlling subsidiaries of the listed company.

Article 41 The General Meeting of Shareholders consists of the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders. The Annual General Meeting of Shareholders shall be held once a year. It shall be held within 6 months after the end of the previous fiscal year.

Article 42 In any of the following circumstances, the Company shall convene an Extraordinary General Meeting of Shareholders within 2 months from the date of occurrence of the facts:

(1) When the number of directors is less than two-thirds of the number specified in the "Company Law" or the number specified in the Articles of Association;

(2) When the uncovered losses of the Company reach one-third of the total paid-in share capital;

(3) Upon request by shareholders who hold more than 10% of shares of the Company individually or jointly;

(4) The Board of Directors deems as necessary;

(5) When the Board of Supervisors proposes to convene;

(6) Other circumstances specified in laws, administrative regulations, departmental rules or the Articles of Association.

The number of shares held in the above-mentioned Item No.(3) shall be calculated only for ordinary shares and preferred shares (if any) restored by voting rights, and shall be calculated on the date of written request by the shareholders.

Article 43 The location for the General Meeting of Shareholders of the Company is: The location of the Company's domicile, the office of the Company or the appropriate location determined in the notice of the General Meeting of Shareholders; The Extraordinary General Meeting of Shareholders convened by the Board of Supervisors or shareholders shall be held at the office of the Company.

The General Meeting of Shareholders shall be provided with a venue and be held in the form of on-site meeting. The Company will also provide network means to facilitate shareholders' participation in the General Meeting of Shareholders. Shareholders shall be deemed as present when attending the General Meeting of Shareholders by means mentioned above. The identification of shareholders attending the General Meeting of Shareholders through the network shall be confirmed in accordance with relevant provisions of the China Securities Regulatory Commission, Shanghai Stock Exchange and China Securities Depository and Clearing Co., Ltd.

Article 44 When holding the General Meeting of Shareholders, the Company shall employ lawyers to issue legal opinions on the following questions and make them public:

(1) Whether the procedures for convening or holding the meeting conform to laws, administrative regulations and the Articles of Association;

(2) Whether the qualifications of attendees and conveners are legal and valid;

(3) Whether the voting procedures and voting results of the meeting are lawful and valid;

(4) Legal opinions on other relevant issues issued at the request of the Company.

Section III Convening of General Meeting of Shareholders

Article 45 Independent Directors have the right to propose to the Board of Directors the convening of an Extraordinary General Meeting of Shareholders. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide written feedback on the approval or disagreement of the convening of the Extraordinary General Meeting of Shareholders within 10 days after receiving the proposal.

Where the Board of Directors agrees to convene an Extraordinary General Meeting of Shareholders, the notice of convening the General Meeting of Shareholders shall be issued within 5 days after the resolution of the Board of Directors is made; If the Board of Directors does not agree to convene the Extraordinary General Meeting of Shareholders, reasons shall be explained and an announcement shall be made.

Article 46 The Board of Supervisors shall have the right to propose to the Board of Directors for the convening of an Extraordinary General Meeting of Shareholders, and the proposal shall be submitted in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on the approval or disagreement of the convening of the Extraordinary General Meeting of Shareholders within 10 days after receiving the proposal.

Where the Board of Directors agrees to convene an Extraordinary General Meeting of Shareholders, the notice of convening the General Meeting of Shareholders shall be issued within 5 days after the resolution of the Board of Directors is made, and the amendments on the original proposal in the notice shall be approved by the Board of Supervisors.

Where the Board of Directors does not agree to convene the Extraordinary General Meeting of Shareholders, or fails to give feedback within 10 days after receiving the proposal, it shall be deemed that the Board of Directors cannot or fail to perform the duty of convening the General Meeting of Shareholders, and the Board of Supervisors may convene and preside over the meeting.

Article 47 Shareholders individually or jointly holding more than 10% of the shares of the Company shall have the right to request the Board of Directors for the convening of an Extraordinary General Meeting of Shareholders, and shall submit a written proposal to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on the approval or disagreement of the convening of the Extraordinary General Meeting of Shareholders within 10 days after receiving the request.

Where the Board of Directors agrees to convene an Extraordinary General Meeting of Shareholders, the notice of convening the General Meeting of Shareholders shall be issued within 5 days after the resolution of the Board of Directors is made, and the amendments on the original request in the notice shall be approved by shareholders concerned.

Where the Board of Directors does not agree to convene the Extraordinary General Meeting of Shareholders, or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the shares of the Company shall have the right to propose to the Board of Supervisors for convening the Extraordinary General Meeting of Shareholders, and shall make a request to the Board of Supervisors in written form.

Where the Board of Supervisors agrees to convene the Extraordinary General Meeting of Shareholders, the notice of convening the Extraordinary General Meeting of Shareholders shall be issued within 5 days after receiving the request. The amendments to the original proposal in the notice shall be approved by shareholders concerned.

Where the Board of Supervisors fails to issue the notice of the General Meeting of Shareholders within the prescribed time limit, it shall be deemed that the Board of Supervisors will not convene and preside over the General Meeting of Shareholders, and the shareholders holding more than 10% of the shares of the Company individually or jointly for more than 90 consecutive days may convene and preside over the General Meeting of Shareholders by themselves.

In calculating the shareholding proportion referred to in the Article, only ordinary shares and preferred shares (if any) restored by voting rights shall be calculated, and the number of shares held shall be calculated on the date of written request by the shareholders.

Article 48 Where the Board of Supervisors or shareholders decides to convene the General Meeting of Shareholders on its own, notification shall be sent to the Board of Directors in writing, and meanwhile be submitted to the dispatched agency of the China Securities Regulatory Commission and the Stock Exchange where the company is located for the record.

Before the resolution of the General Meeting of Shareholders is announced, the shareholding ratio of the convening shareholders shall not be less than 10%.

The convening shareholder shall submit relevant supporting materials to the dispatched agency of the China Securities Regulatory Commission and the Stock Exchange where the company is located when issuing the notice of the General Meeting of Shareholders and announcement of the resolution of the General Meeting of Shareholders.

When calculating the shareholding proportion referred to in the Article, only ordinary shares and preferred shares (if any) whose voting rights are restored shall be calculated.

Article 49 The Board of Directors and the Secretary of the Board of Directors shall cooperate with the General Meeting of Shareholders convened by the Board of Supervisors or shareholders themselves. The Board of Directors shall provide the register of shareholders on the date of equity registration.

Article 50 The expenses necessary for the General Meeting of Shareholders convened by the Board of Supervisors or shareholders shall be borne by the Company.

Section IV Proposals and Notices of General Meeting of Shareholders

Article 51 The proposal of the General Meeting of Shareholders shall be subject to the following conditions:

(1) The contents of the proposal shall conform to the relevant provisions of laws, administrative regulations and the Articles of Association, and shall be within the functions and powers of the General Meeting of Shareholders;

(2) There are clear topics and specific items for resolution;

(3) Shall be submitted in writing or delivered to the convener of the General Meeting of Shareholders.

Article 52 Where the Company holds the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the shareholders holding more than 3% of the shares of the Company individually or jointly shall have the right to propose proposals to the Company.

Shareholders holding more than 3% of the shares of the Company, individually or jointly, may present interim proposals 10 days before the General Meeting of Shareholders and submit them in writing to the convener. The convener shall, within 2 days after receiving the proposal, issue a supplementary notice of the General Meeting of Shareholders to announce the contents of the interim proposal.

Except for the circumstances specified in the preceding paragraph and in accordance with laws, regulations, rules and normative documents, the convener shall not make any amendment or addition to the proposals listed in the notice of the General Meeting of Shareholders after issuing the notice of the General Meeting of Shareholders.

Where the proposal is not listed in the notice of the General Meeting of Shareholders or does not conform to provisions of Article 51 of the Articles of Association, the General Meeting of Shareholders shall not vote and make any resolution.

When calculating the shareholding proportion referred to in the Article, only ordinary shares and preferred shares (if any) whose voting rights are restored shall be calculated.

For the interim proposal of the General Meeting of Shareholders mentioned in the Articles of Association, the Board of Directors shall formally review the proposal according to the following principles:

(1) Relevance, that is, whether the matters involved in the shareholders' proposal are directly related to the Company and do not exceed the functions and powers of the General Meeting of Shareholders stipulated by laws, regulations and the "Articles of Association";

(2) Legality, that is, whether the shareholder's proposal violates the relevant provisions of laws, administrative regulations and the Articles of Association;

(3) Certainty, that is, whether the shareholder's proposal has a clear topic and specific item for resolution.

For proposals that meet the three above-mentioned requirements, the Board of Directors shall, within 2 days after receiving the proposal, issue a supplementary notice of the General Meeting of Shareholders and announce the contents of the interim proposal. The Board of Directors shall not submit proposals that do not meet the above requirements to the General Meeting of Shareholders for deliberation, however, shall promptly announce the contents of the proposal and statements of the Board of Directors, and explain and illustrate them at the General Meeting of Shareholders.

Article 53 The convener shall notify all shareholders 20 days before the Annual General Meeting of Shareholders, and notify all shareholders 15 days before the Extraordinary General Meeting of Shareholders by the announcement.

Article 54 The notice of the General Meeting of Shareholders shall include the followings:

(1) Time, location and duration of the Meeting;

(2) Matters and proposals submitted to the Meeting for deliberation;

(3) In plain text: All shareholders shall have the right to attend the General Meeting of Shareholders, and may entrust an agent to attend the meeting and vote in writing, and the agent of such shareholder need not be a shareholder of the Company;

(4) The date of equity registration of shareholders entitled to attend the General Meeting of Shareholders;

(5) Name and telephone number of permanent contact person for meeting affairs.

All specific contents of all proposals shall be fully and completely disclosed in the notice and supplementary notice of the General Meeting of Shareholders. Where the matters to be discussed require opinions from independent directors, the opinions and reasons of independent directors shall be disclosed in the meantime when the notice or supplementary notice of the General Meeting of Shareholders is issued.

Where the General Meeting of Shareholders adopts network mode, the voting time and voting procedures of the network or other means shall be clearly stated in the notice of the General Meeting of Shareholders. The start time of voting on the network or otherwise of the General Meeting of Shareholders shall not be earlier than 3: 00 p. m on the day before the holding of the On-site General Meeting of Shareholders, and shall not be later than 9: 30 a. m. on the day of the holding of the On-site General Meeting of Shareholders, and the closing time shall not be earlier than 3: 00 p. m. on the day when the On-site General Meeting of Shareholders closes.

The interval between the equity registration date and the meeting date shall not exceed 7 working days. Once the equity registration date is confirmed, it shall not be changed.

Article 55 Where the General Meeting of Shareholders intends to discuss the election of directors and supervisors, the notice of the General Meeting of Shareholders shall disclose fully the details of candidates for directors and supervisors, including at least the followings:

(1) personal information including educational background, working experience, part-time position;

(2) Whether there is any association relationship with the Company or controlling shareholders and actual controllers of the Company;

(3) Disclose the number of shares of the Company held;

(4) Any punishment by the China Securities Regulatory Commission and other relevant departments and the Stock Exchange.

Except for electing directors and supervisors by the cumulative voting system, each candidate for directors and supervisors shall submit a single proposal.

Article 56 Once the notice of the General Meeting of Shareholders is issued, the General Meeting of Shareholders shall not be postponed or cancelled without justified reasons, and the proposals listed in the notice shall not be cancelled. In the event of a postponement or cancellation, the Convener shall announce and illustrate the reasons at least 2 working days prior to the original convening date.

Section V Holding of General Meeting of Shareholders

Article 57 The Board of Directors and other conveners of the Company will take necessary measures to ensure the normal order of the General Meeting of Shareholders. Measures shall be taken against the acts of interfering with the General Meeting of Shareholders, trouble-seeking and infringing upon the legitimate rights and interests of shareholders, and report to relevant departments for investigation and punishment in a timely manner.

Article 58 All shareholders or agents thereof registered on the date of equity registration shall have the right to attend the General Meeting of Shareholders and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association.

Shareholders may attend the General Meeting of Shareholders in person, or entrust agents to attend and vote on their behalf; Where a shareholder entrusts two or more agents to attend the General Meeting of Shareholders, the authority of each agent and the name of the proposal to vote on shall be specified respectively.

Article 59 Where an individual shareholder attends the meeting in person, personal identity card or other valid certificate or identification indicating identity and stock account card shall be presented; Where someone else is entrusted to attend the meeting, valid personal identity document and power of attorney of shareholders shall be presented.

The corporation shareholder shall attend the meeting by the legal representative or the agent entrusted by the legal representative. If the legal representative attends the meeting, personal identity card and valid certificate to prove the qualification as legal representative shall be presented; Where the entrusted proxy attends the meeting, the proxy shall present personal identity card, the written power of attorney issued by the legal representative of the corporate shareholder entity in accordance with law, and the valid certificate that the legal representative has the qualification of the legal representative.

Article 60 The power of attorney issued by the shareholders to entrust others to attend the General Meeting of Shareholders shall contain the followings:

(1) Name of the agent;

(2) Whether has the right to vote;

(3) Instructions to vote for, raise objection to or abstain from voting on each deliberative matter listed on the agenda of the General Meeting of Shareholders respectively;

(4) The date and period of validity of the power of attorney;

(5) Signature (or seal) of the Client. If the Client is a corporate shareholder, the seal of the legal entity shall be affixed.

Article 61 The power of attorney shall indicate whether the proxy of the shareholder can vote at his/her own will if no specific instruction is given by the shareholder.

Where the Client has passed away or become incapacitated, or the proxy has been withdrawn or the authorization to sign the power of attorney has been withdrawn or the shares held have been transferred before voting, the voting by the proxy shall remain valid as long as the Company has not received written notice of such matters prior to the commencement of the relevant meeting.

Article 62 Where the proxy voting power of attorney is signed by another person authorized by the Client, the power of attorney signed or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents and the proxy for voting shall be kept at the company's domicile or other place specified in the notice of convening the meeting.

If the client is a legal person, the legal representative thereof or the person authorized by resolution of the Board of Directors or other decision-making institutions shall attend the General Meeting of Shareholders of the Company as the representative.

Article 63 The Company shall be responsible for preparing the register of meetings of the attendees. The register of meetings shall specify the name (or entity name), identity card number, home address of the person participating in the meeting, number of shares held or represented by voting rights, name (or entity name) of the proxy, and so forth.

Article 64 The convener and the lawyer engaged by the Company shall jointly verify the legality of the shareholders' qualification according to the register of shareholders provided by the securities registration and clearing institution, and register the name (or title) of the shareholders and the number of voting shares held. The registration of the meeting shall be terminated before the presiding officer announces the number of shareholders and proxies present at the meeting and the total number of voting shares held.

Article 65 When the General Meeting of Shareholders is convened, all directors, supervisors and secretary of the Board of Directors of the Company shall attend the meeting, and the chief executive officer or co-chief executive officer, president and other senior executives shall attend the meeting.

Article 66 The General Meeting of Shareholders shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable and fails to perform duties, the vice-chairman shall preside over the meeting. Where the vice-chairman is unable or fails to perform duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.

The General Meeting of Shareholders convened by the Board of Supervisors shall be presided over by the Chairman of the Board of Supervisors. Where the Chairman of the Board of Supervisors is unable or fails to perform duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors.

The General Meeting of Shareholders convened by shareholders shall be presided over by a representative elected by the convener.

When the General Meeting of Shareholders is convened, If the presiding officer violates the rules of procedure and makes it impossible for the General Meeting of Shareholders to continue, with the consent of more than half of the shareholders with voting rights present at the meeting, the General Meeting of Shareholders may elect one person to act as the presiding officer to continue the meeting.

Article 67 The Company formulates rules of procedure of the General Meeting of Shareholders, and specifies the procedures for convening and voting of the General Meeting of Shareholders in detail, including notice, registration, deliberation of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, minutes of meetings and signatures, announcements, and so forth, as well as the principle of authorization of the General Meeting of Shareholders to the Board of Directors. The contents of authorization shall be clear and specific. The rules of procedure of the General Meeting of Shareholders shall be annexed to the Articles of Association, drafted by the Board of Directors and approved by the General Meeting of Shareholders.

Article 68 At the Annual General Meeting of Shareholders, the Board of Directors and the Board of Supervisors shall report to the General Meeting of Shareholders on their work during the past year. Each independent director shall also report on work.

Article 69 Directors, supervisors and senior executives shall make explanations and illustrations on the shareholders' inquiries and suggestions at the General Meeting of Shareholders.

Article 70 Before voting, the presiding officer shall announce the number of shareholders and proxies present at the meeting and the total number of shares holding voting rights. The number of shareholders and proxies present at the meeting and the total number of voting shares held shall be subject to the registration of the meeting.

Article 71 The meeting minutes of the General Meeting of Shareholders shall be in place and be kept by the secretary of the Board of Directors. Meeting minutes record the followings:

- (1) Meeting time, place, agenda and name of convener;
- (2) Names of the presiding officer and directors, supervisors, chief executive officers or co-chief executive officers, presidents and other senior executives attending or attending the meeting without voting rights;
- (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held and the proportion of the total number of shares of the Company;
- (4) Deliberation process of each proposal, main points of statements and voting results;
- (5) inquiry opinions or suggestions of shareholders and corresponding answers or explanations;
- (6) Names of lawyers, vote counter and vote-counting supervisors;

(7) Other contents which shall be included in the meeting minutes as stipulated in the Articles of Association.

Article 72 The convener shall ensure that the minutes are true, accurate and complete. The directors, supervisors, secretary of the Board of Directors, conveners or representatives thereof and presiding officer attending the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the signature book of the shareholders present on-site, the power of attorney of proxy attendance, valid documents on voting conditions on the network and other means, and the storage period shall be 10 years.

Article 73 The convener shall ensure that the General Meeting of Shareholders is held continuously until the final resolution is reached. Where the General Meeting of Shareholders is suspended or resolutions cannot be made due to special reasons such as force majeure, necessary measures shall be taken to resume the convening of the General Meeting of Shareholders as soon as possible or directly terminate the General Meeting of Shareholders, and make a public announcement in a timely manner. Meanwhile, the convener shall report to the dispatched office of the China Securities Regulatory Commission and the Stock Exchange where the company is located.

Section VI Voting and Resolutions of the General Meeting of Shareholders

Article 74 Resolutions of the General Meeting of Shareholders are divided into ordinary and special resolutions.

Ordinary resolutions made by the General Meeting of Shareholders shall be approved by more than half of the voting rights held by the shareholders (including shareholders' proxies) present at the General Meeting of Shareholders.

Special resolutions made by the General Meeting of Shareholders shall be approved by more than two-thirds of the voting rights held by shareholders (including shareholders' proxies) present at the General Meeting of Shareholders.

Article 75 The following matters shall be adopted by ordinary resolution by the General Meeting of Shareholders:

- (1) Work report of the Board of Directors and the Board of Supervisors;
- (2) The Board of Directors draws up profit distribution policies, profit distribution plans and plans to cover losses;
- (3) Appointment and removal of members of the Board of Directors and the Board of Supervisors, and remuneration and payment methods thereof;
- (4) Annual budget plan and final accounting plan of the Company;
- (5) Annual report of the Company;
- (6) Operating policies and investment plans of the Company;
- (7) Hiring or dismissing an accounting firm;
- (8) Other matters except those stipulated by laws, administrative regulations or the Articles of Association which shall be adopted by special resolution.

Article 76 The following matters shall be adopted by special resolution of the General Meeting of Shareholders:

(1) Increase or decrease of registered capital of the Company, or issue of any kind of shares, subscription certificates and other similar securities;

(2) Division, consolidation, dissolution, liquidation or change of company form;

(3) Amendments to the Articles of Association;

(4) Equity incentive plan;

(5) Issuing corporate bonds;

(6) Purchasing or selling major assets within one year or the amount of guarantee exceeds 30% of the total assets of the Company;

(7) Amendments of the profit distribution policy;

(8) Other matters stipulated in laws, administrative regulations or the Articles of Association, and recognized by the General Meeting of Shareholders by ordinary resolution as having a significant impact on the Company and need to be approved by special resolution.

Article 77 Shareholders (including shareholders' proxies) exercise voting rights with the number of voting shares represented, and each share shall have one vote.

When the General Meeting of Shareholders deliberates on major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of separate counting shall be disclosed in a timely manner.

The shares of the Company held by the Company have no voting rights, and such shares shall not be included in the total number of voting shares present at the General Meeting of Shareholders.

The Board of Directors, independent directors, shareholders holding more than one percent of voting shares or investor protection institutions established in accordance with laws, administrative regulations or provisions of the Securities Supervision and Administration Institution may act as solicitors, entrust securities companies and securities service institutions to publicly request the shareholders of the listed company to entrust them to attend the General Meeting of Shareholders on their behalf, and exercise the right to propose proposals and voting rights on their behalf.

Where shareholders' rights are solicited in accordance with the provisions of the preceding paragraph, the solicitor shall disclose the solicitation documents and the company shall cooperate. Public solicitation of shareholders' rights by means of paid or disguised compensation is prohibited.

Where the public solicitation of shareholders' rights violates laws, administrative regulations or relevant provisions of the Securities Supervision and Administration Institution, thereby causing losses to the Company or shareholders thereof, it shall be liable for compensation according to law.

Article 78 When deliberating matters related to related transactions at the General Meeting of Shareholders, the related shareholders shall not participate in voting, and the number of shares with voting rights represented by them shall not be included in the total number of valid votes; The announcement of the resolution of the General Meeting of Shareholders shall fully disclose the voting results of the non-related shareholders.

Shareholders with related relationships may apply for withdrawal by themselves. Other shareholders of the Company and the Board of Directors of the Company may propose the withdrawal of related shareholders. The above applications and suggestions shall be submitted in writing before the General Meeting of Shareholders, and the Board of Directors shall be obliged to notify relevant shareholders immediately of the application. The shareholders concerned may raise objections to the above application, and if they do not raise an objection before voting, the shareholders being applied for withdrawal shall withdraw; If there is any objection to the application, the shareholders may request the Board of Supervisors to make a resolution on the application, and the Board of Supervisors shall make a resolution prior to the convening of the General Meeting of Shareholders. Those who disagree with the resolution may appeal to the relevant departments. The appeal period shall not affect the implementation of the resolutions of the Board of Supervisors.

When deliberating related transaction matters, the presiding officer shall announce the list of affiliated shareholders and briefly introduce the related matters. The presiding officer shall announce the total number of voting shares held by or on behalf of the non-affiliated shareholders present at the meeting and the proportion of the total shares of the Company before deliberation and voting.

Resolutions made by the General Meeting of Shareholders on related transactions must be approved by more than half of the voting rights of the non-affiliated shareholders attending the General Meeting of Shareholders. However, if the related transaction relates to the matters stipulated in the Articles of Association (Article 76) which shall be adopted by special resolution, the resolution of the General Meeting of Shareholders shall be valid only after being approved by more than two-thirds of the voting rights held by the non-affiliated shareholders present at the General Meeting of Shareholders.

Article 79 On the premise of guaranteeing the legality and effectiveness of the General Meeting of Shareholders, the Company shall give priority to providing modern information technology means such as voting platform in network form through various ways and means to facilitate shareholders to participate in the General Meeting of Shareholders.

Article 80 Except in exceptional circumstances such as crisis, the Company will not enter into contracts with directors, chief executive officers or co-chief executive officers, presidents and other senior executives to hand over the management of all or important business of the Company to such person without the approval of a special resolution of the General Meeting of Shareholders.

Article 81 The list of candidates for directors and supervisors shall be submitted to the General Meeting of Shareholders for vote in the form of proposals.

Where the Board of Directors of the Company elects or by-elects directors, the Board of Directors, shareholders jointly or individually holding more than 3% of the total number of voting shares issued by the Company may propose candidates for directors, which shall be submitted to the General Meeting of Shareholders for election after being reviewed and approved by the Board of Directors.

Where the Board of Supervisors of the Company is elected or by-elected, the Board of Supervisors, shareholders jointly or individually holding more than 3% of the total number of voting shares issued by the Company may propose candidates for supervisors who are not represented by employees, which shall be submitted to the General Meeting of Shareholders for election after being reviewed and approved by the Board of Supervisors; The supervisors who are staff representatives shall enter the Board of Supervisors directly after being elected democratically by the congress of staff and workers, staff meeting or other forms.

Where laws, regulations and normative documents provide otherwise for the nomination of independent directors, such provisions shall prevail.

For proposals for the list of candidates for directors and supervisors submitted by shareholders holding or jointly holding more than 3% of the total number of voting shares issued by the Company, each proposal shall be limited to the actual vacant of directors and supervisors at that time. The above proposals and the letter of commitment issued by candidates for directors and supervisors shall be submitted in writing to the Board of Directors within 10 days after the notice of convening the General Meeting of Shareholders is issued. The Board of Directors and the Board of Supervisors shall verify their resumes and basic information as soon as possible.

The candidates for directors and supervisors shall make a written commitment, agree to accept the nomination, and promise the authenticity and completeness of the candidate materials disclosed publicly and ensure the effective performance of duties upon election, before the General Meeting of Shareholders.

When the proportion of shares owned by a single shareholder and concerted actor thereof is 30% or more, the General Meeting of Shareholders shall adopt the cumulative voting system when electing more than two directors or supervisors. The so-called cumulative voting system refers to when the General Meeting of Shareholders elects directors or supervisors, each share has the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders can be utilized collectively.

Article 82 In addition to the cumulative voting system, the General Meeting of Shareholders shall vote on all proposals item by item. Where there are different proposals on the same matter, the voting on proposals shall be carried out chronologically. Except that the General Meeting of Shareholders is suspended or unable to make a resolution due to special reasons such as force majeure, the General Meeting of Shareholders will not set aside or vote on the proposals.

Article 83 When deliberating the proposal, the proposal shall not be amended; otherwise, the amendment concerned shall be regarded as a new proposal and shall not be voted at the General Meeting of Shareholders.

Article 84 The same voting right can only choose one of on-site, network or other voting methods. In case of repeated voting on the identical voting right, the result of the first voting shall prevail.

Article 85 The General Meeting of Shareholders shall vote by registered vote.

Article 86 Before the General Meeting of Shareholders votes on the proposal, two representatives of shareholders shall be elected to participate in the counting and supervision of votes. Where the matters under deliberation have interest with the shareholders, the relevant shareholders and proxies shall not participate in the counting and supervision of votes.

Where voting on a proposal at the General Meeting of Shareholders, the lawyer, shareholder representative and supervisor representative shall be jointly responsible for counting and supervising the votes, and the voting results shall be announced on the spot, and the voting results of the resolution shall be recorded in the meeting minutes of the meeting.

Shareholders of listed companies or proxies thereof who vote by network or other means shall have the right to check their voting results through the corresponding voting system.

Article 87 The on-site closing time of the General Meeting of Shareholders shall not be earlier than that of the network or other means. The presiding officer shall announce the voting conditions and results of each proposal and declare whether the proposal is approved according to the voting results.

Before the voting results are officially announced, the Company, the counting person, the vote supervisor, the principal shareholders, the network service party and other relevant parties involved in the General Meeting of Shareholders, network and other voting methods shall be obligated to keep the voting confidential.

Article 88 The shareholders attending the General Meeting of Shareholders shall express one of the following opinions on the proposal submitted for voting: Consent, objection or waiver.

Unfilled, wrongly filled, overfilled, unsigned or illegible voting votes or votes without voting shall be deemed as a waiver of voting rights by the voter, and the voting result of the number of shares held the voter shall be counted as "waiver".

The same voting right can only choose either on-site voting or online voting; In case of repeated voting on the identical voting right, the result of the first voting shall prevail.

Article 89 The presiding officer may organize the counting of votes in case of any doubt about the results of the resolution submitted for voting; Where the presiding officer fails to count the votes, the shareholders or proxies thereof present at the meeting shall have the right to request the counting of votes immediately after the announcement of the voting results in case of having objections to the result announced by the presiding officer, and the presiding officer shall immediately organize the counting of votes.

Article 90 The resolution of the General Meeting of Shareholders shall be announced in a timely manner. The announcement shall include the number of shareholders and proxies present at the meeting, the total number of voting shares held and the proportion of voting shares of the Company, the voting method, the voting results of each proposal and the details of the resolutions passed.

Article 91 Where the proposal fails to be passed or the resolution passed in the previous General Meeting of Shareholders is altered by the General Meeting of Shareholders, special notice shall be made in the announcement of the resolution of the General Meeting of Shareholders.

Article 92 Where the General Meeting of Shareholders passes the proposal for election of directors and supervisors, the new directors and supervisors shall assume office immediately after the end of the General Meeting of Shareholders.

Article 93 Where the General Meeting of Shareholders passes the proposal concerning cash dividend, stock dividend or capital reserve conversion to increase the share capital, the Company shall implement the specific scheme within 2 months after the end of the General Meeting of Shareholders.

Chapter V Board of Directors

Section I Director

Article 94 Directors of the Company are natural persons, and shall not serve as directors of the Company under any of the following circumstances:

(1) No civil capacity of conduct or limited capacity for civil conduct;

(2) Sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property or destruction of socialist market economic order, and the execution of sentence has not expired more than five years, or deprived of political rights due to a crime, and the execution of sentence has not expired more than five years;

(3) Acted as a director or factory director or manager of a company or enterprise in bankruptcy liquidation and bore personal responsibility for the bankruptcy of the company or enterprise, less than three years since the completion of bankruptcy liquidation of the company or enterprise;

(4) Acted as the legal representative of the company or enterprise whose business license is revoked or ordered to close due to violation of the law and bore personal responsibility, less than three years since the date when the business license of the company or enterprise is revoked;

(5) The debts of individuals with a relatively large amount which is overdue;

(6) Being punished by the China Securities Regulatory Commission with a ban on entering the securities market and the time limit has not expired;

(7) Other contents prescribed by laws, administrative regulations or departmental rules.

Directors who are elected or appointed in violation of the provisions of the Article, such election, appointment or engagement shall be invalid. If any of the circumstances under the Article arises during the term of office of a director, the Company shall remove the director from his/her post.

Article 95 The directors elected or replaced by the General Meeting of Shareholders may be removed from office by the General Meeting of Shareholders before the expiration of term of office. Directors shall serve a term of three years and may be re-elected upon expiration of the term of office.

The term of office of the directors shall be calculated from the date on which he assumes office until the expiration of the term of office of the Board of Directors. Where a director fails to be re-elected in time upon expiration of his term of office, the original director shall still perform his/her duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association before the re-elected director takes office.

Directors may be concurrently appointed by the Chief Executive Officer or Co-Chief Executive Officer, President or other senior executives, but the total number of Directors concurrently serving as Chief Executive Officer or Co-Chief Executive Officer, President or other senior executives shall not exceed 1/2 of the total number of directors of the Company.

Except as otherwise provided in the Articles, the manner in which directors are nominated and general procedures for election are:

(1) The nomination committee of the Board of Directors may propose a list of candidates for directors according to the number of persons to be elected within the scope specified in the Articles of Association; Shareholders individually or jointly holding 3% or more of the total number of voting shares issued by the Company may also propose candidates for directors to the Board of Directors;

(2) The nomination committee of the Board of Directors shall conduct preliminary verification on the qualifications and conditions of candidates for directors, submit the qualified candidates to the Board of Directors for deliberation, and, after approval by the Board of Directors, propose candidates for directors to the General Meeting of Shareholders in written form;

(3) The candidate for director shall make a written commitment,, agree to accept the nomination, and promise that the materials disclosed publicly are true and complete and that effectively perform the directors' duties after being elected, before the General Meeting of Shareholder of the Company;

(4) The written notice concerning the intention of nominating director candidates and the willingness to accept the nomination of the nominee, and relevant written materials concerning the information of the nominee shall be sent to the convener of the General Meeting of Shareholders of the Company not less than 10 days before the General Meeting of Shareholders. The nominator shall provide the resumes and basic information of the candidates for directors to the shareholders;

(5) The Board of Directors shall disclose the details of the candidates for directors to the shareholders in accordance with laws and regulations and the Articles of Association before the General Meeting of Shareholders, so as to ensure that the shareholders have sufficient knowledge of the candidates when voting;

(6) Each director candidate shall be voted one by one by the General Meeting of Shareholders. If more than two directors are elected, the cumulative voting system may be implemented according to the Articles of Association;

(7) In case of interim additional directors, the nomination committee of the Board of Directors or the shareholders satisfying the nomination conditions shall propose and submit to the Board of Directors for deliberation, and the General Meeting of Shareholders shall elect or replace.

Article 96 Directors shall abide by laws, administrative regulations and the Articles of Association, and shall have the following obligations of faithfulness to the Company:

(1) Must not take advantage of power to accept bribes or other illegal income, and must not misappropriate the property of the Company;

(2) Must not embezzle company funds;

(3) The assets or funds of the Company must not be deposited in an account opened in their personal name or in the name of any other individuals;

(4) Must not violate the provisions of the Articles of Association by lending the company's funds to others or providing guarantee for others with the company's property without the consent of the General Meeting of Shareholders or the Board of Directors;

(5) Must not enter into contracts or conduct transactions with the Company in violation of the provisions of the Articles of Association or without the consent of the General Meeting of Shareholders;

(6) Without the consent of the General Meeting of Shareholders, must not take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or others, or engage in business of the same kind as the Company for himself/herself or others;

(7) No commission shall be accepted from transactions with the Company;

(8) No secrets of the Company shall be disclosed without authorization;

(9) Must not utilize affiliated relationship to damage the interests of the Company;

(10) Other faithful obligations stipulated in laws, administrative regulations, departmental rules and the Articles of Association.

The income earned by directors in violation of the Article shall belong to the Company; Anyone who causes losses to the Company shall be liable for compensation.

Individual directors or other enterprises in which they serve are directly or indirectly related to the existing or planned agreements, transactions and arrangements of the Company (except the appointment agreement), regardless of whether the relevant matters require approval from the Board of Directors under general circumstances, shall disclose the nature and extent of the association relationship to the Board of Directors.

Directors shall not concurrently serve as directors or senior executives in other enterprises where conflicts of interest may arise.

Article 97 Directors shall abide by laws, administrative regulations and the Articles of Association, and shall have the following duty of diligence to the Company:

(1) Exercise the rights conferred by the company carefully, earnestly and diligently so as to ensure that the business activities of the company comply with the requirements of national laws, administrative regulations and various economic policies, and the business activities shall not exceed the business scope specified in the business license;

(2) All shareholders shall be treated fairly;

(3) Timely paying attention on the business management situation of the Company;

(4) A written confirmation opinion shall be signed on the company's periodic reports to ensure that the information disclosed by the company is authentic, accurate and complete;

(5) It shall truthfully provide relevant information and materials to the Board of Supervisors, and shall not prevent the board of supervisors or supervisors from exercising their functions and powers;

(6) The directors shall attend the meeting of the Board of Directors in a conscientious and responsible manner, and express clear opinions on the matters discussed at the board meeting independently, professionally and objectively. If the director is unable to attend the board meeting in person, he/she may entrust other directors in writing to vote on his/her behalf according to the wishes of the principal. The principal shall bear the legal liabilities independently, and the directors who fail to attend the board meeting in person and do not entrust other directors to attend the meeting shall be deemed as absent;

(7) Other due diligence obligations stipulated in laws, administrative regulations, departmental rules and the Articles of Association.

Article 98 If a director fails to attend the board meeting for two consecutive times or entrust other directors to attend the meeting, it shall be deemed that the director is unable to perform his duties, and the Board of Directors shall propose to the shareholders' meeting for removal and replacement.

Article 99 A director may resign before the expiration of his term of office. The resignation of the directors shall be submitted to the Board of Directors in writing. The Board of Directors will disclose the relevant information within 2 days.

If the quorum of the Board of Directors of the Company is lower than the minimum quorum due to the resignation of directors, the former Directors shall still perform their duties as directors in accordance with laws, administrative regulations, departmental rules and the Articles of Association before the re-elected directors take office.

Except for the circumstances mentioned in the preceding paragraph, the resignation of a director shall take effect when the resignation report is delivered to the Board of Directors.

Article 100 A director who resigns or expires shall complete all handover procedures with the Board of Directors, and his/her duty of loyalty to the Company and its shareholders shall not certainly be discharged after the expiration of his/her term of office and shall remain valid within the reasonable period specified in the Articles of Association.

The director's obligation to keep confidential the business secrets of the Company shall remain valid after the expiration of his/her term of office until such information becomes public; The duration of other obligations shall be determined on the principle of fairness, depending on the length of time between the occurrence of the event and the departure of the director as well as situation and condition of the termination of the relationship with the Company.

Article 101 No directors shall act on behalf of the Company or the Board of Directors in his/her own name without the provisions of these Articles of Association or the lawful authorization of the Board of Directors. When acting in his/her personal name, the director shall state his/her position and identity in advance if a third party reasonably believes that the director is acting on behalf of the company or the Board of Directors.

Article 102 If a director violates laws, administrative regulations, department rules or the Articles of Association while performing his/her duties, thereby causing losses to the Company, he/she shall be liable for compensation.

Article 103 Independent directors shall comply with relevant provisions of laws, administrative regulations and department rules.

Section II Board of Directors

Article 104 The Board of Directors shall be set up responsible for the shareholders' meeting.

Article 105 The Board of Directors shall be composed of seven to fifteen directors, of which the independent directors shall account no less than one-third of the total number of directors; The Board of Directors shall have one chairman and one vice chairman

Article 106 The Board of Directors shall exercise the following powers:

- (1) Convening the shareholders' meeting and reporting work to the shareholders' meeting;
- (2) Executing the resolutions of the shareholders' meeting;
- (3) Deciding on the business plan and investment plan of the company;
- (4) Formulating the annual financial budget plan and final settlement plan of the company;
- (5) Formulating or modifying the company's profit distribution plans and plans for making up losses;
- (6) Formulating plans for increasing or reducing the registered capital, issuing bonds or other securities and listing scheme;
- (7) Drawing up plans for major acquisition or acquisition of shares of the company or merger, division, dissolution and change of company form;
- (8) Deciding on transactions matters mentioned in Article 109 of the Articles of Association within the scope authorized by the shareholders' meeting;
- (9) To deliberate on related transactions with affiliated natural persons with a transaction amount of more than 300,000 yuan (except for guarantee provided by the listed company), and related transactions with affiliated legal persons with a transaction amount of more than 3 million yuan and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company (except for guarantee provided by the listed company); If the transaction amount with the same related party or the transaction subject category related with different related party meets the above criteria for 12 consecutive months, the transaction amount shall also be submitted to the Board of Directors for approval;
- (10) Deciding on the setting of the internal management organization of the company;

(11) Appointing or dismissing the chief executive officer, joint chief executive officer, president and secretary of the Board of Directors of the company; Appointing or dismissing other senior management personnel such as Chief Financial Officer, Vice President, Chief Accountant of the Company and deciding on their remuneration and rewards and punishments according to the nomination of the Chief Executive Officer or the Joint Chief Executive Officer;

(12) Formulating the basic management system of the company;

(13) Formulating the amendment plan of the Articles of Association;

(14) Managing the disclosure of information of the Company;

(15) Proposing to the shareholders' meeting for hiring or replacing the accounting firm responsible for conducting audit of the Company;

(16) Listening to the work report of the president of the company, inspecting the work of the president, supervising the performance of senior management personnel and ensuring that the senior managers effectively perform their management duties;

(17) Other powers authorized by the shareholders' meeting as well as stipulated in laws, administrative regulations, departmental rules or the Articles of Association.

The Board of Directors of the Company shall establish audit committee, and set up strategy, nomination, compensation and assessment, related transaction control, audit and other special committees as needed. The Special Committees shall be responsible to the Board of Directors and shall perform its duties according to the Articles of Association and the authorization of the Board of Directors, and the proposal shall be submitted to the Board of Directors for review and decision. The members of the Special Committees shall be composed of all directors, of which the independent directors of the Nomination Committee, Audit Committee and Compensation and Assessment Committee constitute the majority and act as conveners, and the conveners of the audit committee are accounting professionals. The Board of Directors shall be responsible for formulating working procedures for the Special Committees and regulating the operation of Special Committees.

Article 107 The Board of Directors of the Company shall explain the non-standard audit opinions issued by certified public accountants on the financial report of the Company to the shareholders' meeting.

Article 108 The Board of Directors formulates the rules of procedure of the Board of Directors to ensure that the Board of Directors implements the resolutions of the shareholders' meeting, improves work efficiency and ensures scientific decision-making. The rules of procedure of the Board of Directors shall be annexed to the Articles of Association and shall be formulated by the Board of Directors and approved by the shareholders' meeting.

Article 109

The Board of Directors shall examine and approve the following transactions within the scope of authority authorized by the shareholders' meeting:

(1) Purchase or sell assets;

(2) Foreign investment (including entrusted financial management, entrusted loan, etc.) ;

(3) Providing financial support;

(4) Providing guarantee;

(5) Renting or leasing assets;

(6) Entrusting or being entrusted management of assets and business;

- (7) Donating or receiving assets;
- (8) Restructuring creditor's rights and debt;
- (9) Signing a license agreement;
- (10) Transferring or accepting research and development projects;
- (11) Other transactions identified by the Exchange.

The above-mentioned purchase or sale of assets does not include the purchase of raw materials, fuel and power, purchase or sale of assets related to daily operations such as products and commodities, but the purchase or sale of such assets involved in asset replacement shall still be included.

The Shareholders' meeting shall authorize the Board of Directors to approve the foregoing transactions in accordance with the principle of prudent authorization as follows:

(1) The total amount of assets involved in the transaction (whichever is higher in the book value and appraisal value) accounts for more than 10% of the latest audited total assets of the listed company;

(2) The transaction amount (including debts and expenses undertaken) of the transaction accounts for more than 10% of the latest audited net assets of the listed company, with the absolute amount exceeding 10 million yuan;

(3) The profit generated by the transaction accounts for more than 10% of the audited net profit of the listed company in the latest fiscal year, with the absolute amount exceeding 1 million yuan;

(4) The relevant operating revenue of the object of the transaction (e. g. equity) in the latest fiscal year accounts for more than 10% of the audited operating revenue of the listed company in the latest fiscal year, with the absolute amount exceeding 10 million yuan;

(5) The net profit related to the object of transaction (e. g. equity) in the latest fiscal year accounts for more than 10% of the audited net profit of the listed company in the latest fiscal year, with the absolute amount exceeding 1 million yuan.

If the data involved in the above indicators are negative, the absolute value shall be taken for the calculation.

When the Company conducts transactions such as "providing financial assistance" and "trusted financial management", the amount incurred shall be taken as the calculation standard and accumulated within 12 consecutive months according to the transaction type.

When the Company conducts transactions other than "providing guarantee", "providing financial support", "trusted financial assistance", etc., the Company shall calculate all transactions related to the object of the same transaction category within 12 consecutive months. The relevant procedures performed in accordance with the foregoing provisions shall not be included in the relevant cumulative calculation scope.

Other external guarantee matters of the Company that fails to meet the standards of external guarantee matters stipulated in **Article 40** of the Articles of Association, which must be examined and approved by the shareholders' meeting shall be reviewed and approved by the Board of Directors; The Board of Directors shall, when deliberating relevant external guarantee proposals, except for being approved by more than half of all directors, but also with the consent of more than two-thirds of the directors present at the meeting.

Article 110 The chairman and vice chairman of the company shall be elected or removed by more than half of all the directors.

Article 111 The chairman of the board shall exercise the following powers:

(1) Presiding over the shareholders' meeting and convening or presiding over the meetings of the Board of Directors;

(2) Urging and inspecting the implementation of resolutions of the Board of Directors;

(3) Exercising the functions and powers of the legal representative, including but not limited to signing the company's stock bonds or other securities, signing important documents approved by the Board of Directors or other documents that shall be signed by the legal representative of the company;

(4) In case of emergency of force majeure such as extraordinarily serious natural disasters, exercising the special right to dispose of the affairs of the Company in accordance with the laws and interests of the Company, and reporting to the Board of Directors and the shareholders' meeting afterwards;

(5) Other powers specified in laws, regulations, rules, normative documents and the Articles of Association as well as authorized by the Board of Directors.

Article 112 The vice-chairman of the company shall assist the chairman of the Board of Directors. If the chairman is unable to perform his/her duties or fails to perform his/her duties, the vice-chairman shall perform duties on behalf of him/her; If the vice-chairman is unable to perform his/her duties or fails to perform his/her duties, one director shall be jointly elected by more than half of the directors to perform his/her duties.

Article 113 Meetings of the Board of Directors include regular meetings and interim meetings.

Regular meetings shall be convened at least twice a year, convened by the chairman of the board and notified in writing to all directors and supervisors 10 days before the meeting.

The extraordinary meeting shall be notified to all directors and supervisors in writing not less than 2 days before the meeting.

Article 114 Shareholders representing more than 1/10 voting rights, more than 1/3 of the directors, the Board of Supervisors and the Chairman of the Board of Directors may propose to convene an interim meeting of the Board of Directors. The chairman of the Board of Directors shall convene and preside over the board meeting within 10 days after receiving the proposal.

When an interim meeting of the Board of Directors is proposed in accordance with the above provisions, a written proposal signed (sealed) by the proposer shall be submitted directly to the Chairman through the Secretary of the Board of Directors or directly. The following items shall be specified in the written proposal:

(1) The name of the proposer;

(2) The reasons for the proposal or the objective reasons on which the proposal is based;

(3) The time or time limit, place and method of holding the meeting;

(4) Clear and specific proposals;

(5) Contact information of the proposer and date of proposal, etc.

The contents of the proposal shall fall within the scope of authorities of the Board of Directors specified in the Articles of Association, and the materials related to the proposal shall be submitted together.

After receiving the above written proposal and relevant materials, the secretary of the Board of Directors shall transmit it to the Chairman of the Board of Directors on the same day. If the chairman considers that the content of the proposal is unclear, not specific or relevant materials are insufficient, he/she may request the proposer to modify or supplement it.

The chairman of the Board of Directors shall convene and preside over the board meeting within 10 days after receiving the proposal or the request of the securities regulatory authority.

Article 115 The notice method of the Board of Directors to convene the interim board meeting is as follows: Telephone, fax, mail or other written method; The notification time limit is: Not less than 2 days before the meeting of the Board of Directors.

If it is necessary for the Board of Directors to make a resolution immediately under special circumstances, an emergency meeting of the Board of Directors may be convened immediately if more than 1/2 of the directors are present.

Article 116 The notice of the meeting of the Board of Directors shall include the following:

- (1) Date and venue of the meeting;
- (2) The duration of the meeting;
- (3) Causes and issues;
- (4) The date on which the notice is given.

Article 117 Meetings of the Board of Directors shall not be held until half of the directors are present. Resolutions made by the Board of Directors must be passed by more than half of all directors.

The rule of one man one vote shall be applied to the voting on resolutions of the Board of Directors.

Article 118 If a director is associated with the subject involved in the resolution of the meeting of the Board of Directors, he/she shall not exercise the voting rights on the resolution, nor shall he/she exercise the voting right on behalf of other directors. The meeting of the Board of Directors may be held at the presence of more than half of the non-affiliated directors. Resolutions made at the meeting of the Board of Directors shall be approved by more than half of the non-affiliated directors. If the number of affiliated directors present at the Board of Directors is less than 3, the matter shall be submitted to the shareholders' meeting for review; The Board of Directors shall, when submitting the proposal to the Shareholders' Meeting for review, explain the deliberations of the Board of Directors on the proposal, and shall record the opinions of the directors without significant interest on the proposal.

Article 119 The resolution of the Board of Directors shall be voted as follows: Show of hands, signing a recorded voting table or other voting methods allowed by laws, regulations, rules and normative documents.

The rule of one man one vote shall be applied to the voting on resolutions of the Board of Directors.

The interim meeting of the Board of Directors may, on the premise of ensuring that the directors fully express their opinions, may conduct and make resolutions by fax or other means, and shall be signed by the directors participating in the meeting.

Article 120 Meetings of the Board of Directors shall be attended by the Directors themselves; If a director is unable to attend the meeting for any reason, he/she may entrust other directors to attend the meeting on his/her behalf in written form. The name of the agent, matters of agency, scope of authorization and period of validity in the power of attorney, and shall be signed or sealed by the principal. Directors represented at the meeting shall exercise his/her rights as directors within the scope of authorization. If a director fails to attend the meeting of the Board of Directors or entrust representatives to attend the meeting, it shall be deemed as absent from the Board of Directors and waives the voting rights at the meeting.

The directors shall sign the resolution of the Board of Directors and be responsible for the resolution of the Board of Directors. If the resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, causing serious losses of the Company, the directors participating in the resolution shall be liable for compensation to the Company. However, the director may be exempted from liability if he/she proves that his/her objection has been expressed at the time of voting and recorded in the minutes of the meeting.

Article 121 The Board of Directors shall make minutes of the decisions on matters discussed at the meeting, and the directors present at the meeting shall have the right to require an illustrative record of their speeches at the meeting. The directors present at the meeting shall sign the minutes of the meeting.

The minutes of the meeting of the Board of Directors shall be kept as the archives of the Company for a period of not less than 10 years.

Article 122 The minutes of the meeting of the Board of Directors shall include the following contents:

- (1) The date and place of the meeting and the name of the convener;
- (2) The names of the directors present and the names of the directors (agents) entrusted by others to attend the Board of Directors;
- (3) Agenda of the meeting;
- (4) Key points of the directors' speech;
- (5) The voting method and the result of each resolution (the voting result shall specify the number of votes in favour, objection or abstention).

Chapter VI Chief Executive Officer, President and Other Senior Executives

Article 123 The Company may establish a Chief Executive Officer or two Joint Chief Executive Officers and a President, nominated by the Chairman and appointed or dismissed by the Board of Directors as required.

The Company shall set several vice presidents according to the requirements of operation and management, which shall be nominated by the Chief Executive Officer or Joint Chief Executive Officers, and shall be appointed or dismissed by the Board of Directors after being examined and approved by the Nomination Committee of the Board of Directors.

The Chief Executive Officer, Joint Chief Executive Officers, President, Chief Financial Officer, Vice President, Chief Accountant, Assistant President, Secretary of the Board of Directors and other persons determined by the Board of Directors shall be senior managers of the Company.

Senior management personnel shall carry out operation and management activities in accordance with the Articles of Association and authorization of the Board of Directors to ensure the performance and implementation of the development strategy, investment plan and other policies approved by the Company and the Board of Directors. Senior management personnel are responsible to the Board of Directors and supervised by the Board of Supervisors.

Senior managers shall timely, accurately and completely report to the Board of Directors the operating performance, important agreements, financial status, risk status and the business prospect of the Company and its subsidiaries in accordance with the requirements of the Board of Directors.

Senior management personnel shall establish an information reporting system for the Board of Directors, the Special Committees and the Board of Supervisors, specifying the type, content, time and method of reporting information, so as to ensure that directors and supervisors can obtain all kinds of information in a timely and accurate manner.

The operation and management activities of the senior management personnel within the scope of authority according to law shall not be intervened. The senior management personnel shall have the right to request the Board of Supervisors to raise objections to the acts of the Board of Directors interfering in the operation and management activities in violation of regulations.

The Board of Directors shall timely discuss and make decisions on matters submitted by senior managers requiring approval by the Board of Directors.

Article 124 Article 94 of these Articles of Association shall apply to senior management personnel in respect of the circumstances in which he/she is not allowed to act as a director.

The provisions of Article 96 of the Articles of Association concerning the duty of loyalty of directors and Article 97(4), (5) and (7) on diligence obligations shall apply to senior managers.

Article 125 Personnel holding other administrative posts other than directors and supervisors in the controlling shareholders of the Company shall not serve as senior managers of the Company.

Article 126 The term of office of chief executive officer or joint chief executive officer and president shall be three years, which is the same as that of the Board of Directors of the company. The chief executive officer, joint chief executive officer or president may be reappointed consecutively.

The Chief Executive Officer or joint Chief Executive Officer shall be responsible to the Board of Directors and shall exercise the following powers:

- (1) Be responsible for organizing and formulating the company's strategic plan;
- (2) Be responsible for the maintenance of strategic alliances and significant investment relations;
- (3) Organizing the drafting of the company's annual investment plan;
- (4) Organizing and drafting the organization structure of the company;
- (5) Be responsible for the construction of the risk system of the Company;
- (6) Be responsible for the equity management of the Company's subsidiaries;
- (7) Convening an operation decision-making meeting;

(8) Proposing the Board of Directors to appoint or dismiss the chief financial officer, vice president, chief accountant, assistant president and other senior management personnel of the company; Making proposals for salary, welfare, rewards and punishment schemes for the above-mentioned personnel;

(9) Other functions and powers authorized by the Articles of Association or the Board of Directors of the Company.

Article 127 The President shall be responsible to the Board of Directors and shall exercise the following powers:

(1) Presiding over the production and operation management of the company, organizing the implementation of the resolutions of the Board of Directors, and reporting to the Board of Directors;

(2) Organizing the implementation of the company's annual business plan, budget and investment plan;

(3) Organizing the formulation of the company's basic management system;

(4) Formulating specific rules and regulations of the Company;

(5) Convening and presiding over the meetings of the operation decision-making meetings;

(6) Determining the salary, welfare, rewards and punishment plans of the management personnel other than those to be decided by the Board of Directors, chief executive officer or joint chief executive officer;

(7) Deciding to appoint or dismiss management personnel other than those to be appointed or dismissed by the Board of Directors, Chief Executive Officer or Joint Chief Executive Officer;

(8) Reporting work to the Board of Directors;

(9) Other functions and powers authorized by the Articles of Association or the Board of Directors of the Company.

The President attends the meeting of the Board of Directors.

Article 128 The President shall formulate detailed rules for the President's work and submit it to the Board of Directors for approval and then implement them. The working rules of the President shall include the following contents:

(1) The conditions, procedures and personnel participating in the company's operation decision-making meeting;

(2) Specific duties and division of labor of the president and other senior managers;

(3) The utilization of funds and assets of the company, the authority to sign major contracts, and the reporting system to the Board of Directors and the Board of Supervisors;

(4) Other matters deemed necessary by the Board of Directors.

Article 129 The chief executive officer or joint chief executive officer, president and other senior management personnel may hold operation decision-making meetings as required when executing the business management matters of the company. The participants in the Operational Decision-making Meeting include: Chief Executive Officer or Joint Chief Executive Officer, President, Chief Financial Officer, Vice President, Assistant President, Secretary of the Board of Directors, Chief Accountant, and other persons present as related to matters of decision-making at the meeting. The operation decision-making meeting shall be chaired by the president, and a vice president shall be appointed to preside if the president is unable to preside over the meeting.

The scope of the operation decision-making meeting is as follows:

(1) Studying and drafting the company's business development strategy, medium-and long-term plan, investment development plan and reform plan, etc.

(2) Arranging and implementing relevant resolutions and work arrangements of the Board of Directors and the Board of Supervisors;

(3) Studying and drafting major business contents such as annual business plan, financial budget and final account report;

(4) Studying and reviewing the adjustment and setting of the company's organizational structure;

(5) Reviewing the basic management system of the company and approving other systems or rules other than the basic management system of the company.

(6) Deciding on important incentives, dispositions and transfers of managers and core professionals other than chief executive officers or joint chief executive officers and president;

(7) Discussing and making decisions about the operation or transaction of assets such as external investment, acquisition, asset sale, asset mortgage/pledge, entrusted financial management and other assets with the amount of less than 10% of the audited net assets of the Company in the latest period;

(8) Examining the related transactions which total transaction amount is less than 0.5% of the absolute value of the latest audited net assets;

(9) Studying, deliberating and making decisions on other important matters in accordance with the provisions of the Articles of Association and the authorities granted by the Board of Directors.

Article 130 The chief executive officer or joint chief executive officer or president may resign before the expiration of his/her term of office. Specific procedures and measures concerning the resignation of chief executive officer and president shall be stipulated in the labor contract between the chief executive officer and the company.

Article 131 Chief Financial Officer, Vice President, Chief Accountant, Assistant President, Secretary of Board of Directors and other senior management personnel shall serve a term of three years and may be re-elected and reappointed. The appointment or dismissal of Chief Financial Officer, Vice President, Chief Accountant, Assistant President and other senior management personnel shall be submitted by the Chief Executive Officer or Joint Chief Executive Officer to the Board of Directors for determination. The chief financial officer, vice president, assistant president and chief accountant shall assist the president in his/her work. If the president is unable to perform his/her duties for any reason, he/she shall report to the chairman of the Board of Directors for approval and appoint a vice president to act as the agent.

Article 132 The Company shall set a secretary of the Board of Directors, who shall be responsible for the preparation of the shareholders' meeting and the board meeting, document keeping, the management of shareholders' information, information disclosure and other matters.

The secretary of the Board of Directors shall abide by laws, administrative regulations, departmental rules, working system of secretary of the Board of Directors of the Company and relevant provisions of the Articles of Association.

Article 133 Any senior manager who violates laws, administrative regulations, departmental rules or the Articles of Association during the performance of his/her duties shall be liable for compensation if he/she causes losses to the Company.

Chapter VII Board of Supervisors

Section I Supervisor

Article 134 Article 94 of the Articles of Association shall also apply to supervisors in situations unsuitable for taking office. Directors, chief executive officers or joint chief executive officers, president and other senior managers shall not concurrently serve as supervisors.

Article 135 Supervisors shall abide by laws, administrative regulations and the Articles of Association, bear the duty of loyalty and diligence to the Company, shall not take advantage of their powers to accept bribes or other illegal incomes, and may not embezzle the property of the Company.

Article 136 The term of office of the supervisors shall be three years. A supervisor may be re-elected and reappointed upon the expiration of his/her term of office.

Article 137 A supervisor may resign before the expiration of his/her term of office, and shall submit a written resignation report to the Board of Supervisors. Except for the circumstances specified in Paragraph 2 of this Article, the resignation of the supervisors shall take effect when the resignation report is delivered to the Board of Supervisors.

If the supervisor fails to be re-elected in time upon the expiration of his/her term of office, or if the supervisor resigns within his/her term of office and causes the members of the Board of Supervisors to be less than minimum quorum, the former supervisor shall still perform his/her duties as supervisors in accordance with the provisions of laws, administrative regulations and the Articles of Association before the re-elected supervisor takes office.

Article 138 Supervisors shall ensure that the information disclosed to the Company is true, accurate and complete; Supervisors shall take an active part in the supervision and inspection activities organized by the Board of Supervisors and have the right to carry out independent investigations and obtain evidence according to law, and raise questions and supervision opinions truthfully.

Article 139 Supervisors may attend meetings of the Board of Directors and raise questions or suggestions on matters decided by the Board of Directors.

Article 140 Supervisors shall not damage the interests of the Company by exploiting their affiliated relationship, and shall be liable for compensation if they cause losses to the Company.

Article 141 If a supervisor violates laws, administrative regulations, departmental rules or the Articles of Association during the performance of his/her duties, which causes losses to the Company, he/she shall be liable for compensation.

Section II Board of Supervisors

Article 142 The Board of Supervisors shall be set up by the Company. The Board of Supervisors shall be composed of three supervisors, and the Board of Supervisors shall set a chairman who shall be elected by more than half of all supervisors. The chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors; If the chairman of the Board of Supervisors is unable to perform his/her duties or fails to perform his/her duties, one supervisor shall be jointly elected by more than half of the supervisors to convene and preside over the meeting of the Board of Supervisors.

The Board of Supervisors shall include shareholders' representatives and appropriate proportions of representatives of employees of the Company, of which the proportion of employee representatives shall not be less than 1/3. The representatives of employees on the Board of Supervisors shall be democratically elected by the staff and workers of the company through the staff and workers' congresses, general membership meetings or other forms.

Article 143 The Board of Supervisors shall exercise the following powers:

(1) Reviewing the periodic report of the company prepared by the Board of Directors and offering written examination opinions;

(2) Inspecting the financial affairs of the Company;

(3) Supervising the conduct of directors and senior managers in performing their duties in the company, and putting forward suggestions on the removal of directors or senior managers who violate laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting;

(4) Requesting the directors and senior managers to correct when the acts of the directors and senior management personnel damage the interests of the company;

(5) Proposing the convening of an interim shareholders' meeting and convening and presiding over the shareholders' meeting when the Board of Directors fails to perform its duties of convening and presiding over the shareholders' meeting as stipulated in "Company Law";

(6) Putting forward proposals to the shareholders' meeting;

(7) Suing directors and senior managers in accordance with Article 151 of "Company Law";

(8) If any abnormal business situation of the company is found, an investigation may be conducted; When necessary, accounting firms, law firms and other professional organizations may be employed to assist in their work, and the expenses shall be borne by the Company.

Article 144 Regular meetings of the Board of Supervisors shall be held at least once every 6 months. Supervisors may propose to convene interim meetings of the Board of Supervisors. When holding regular meetings and interim meetings, the Board of Supervisors of the Company shall notify all supervisors by mail, text message or other written forms at least two days in advance. However, in case of any emergency reason, the meeting may be notified orally or by telephone at any time, provided that the convener shall make an explanation at the meeting.

Resolutions of the Board of Supervisors shall be approved by more than half of the supervisors.

Supervisors shall attend meetings of the Board of Supervisors in person. If a supervisor cannot attend in person for any reason, he/she may entrust other supervisors to attend the meeting in writing, but one supervisor shall not accept the entrustment of more than two supervisors at a meeting of the Board of Supervisors. The power of attorney shall contain the name of the agent, agency items, authority and period of validity, and shall be signed or sealed by the Principal.

Article 145 The Board of Supervisors shall formulate the rules of procedure of the Board of Supervisors and define the discussion methods and voting procedures of the Board of Supervisors to ensure the efficiency and scientific decision-making of the Board of Supervisors. The rules of procedure of the Board of Supervisors shall be annexed to the Articles of Association and shall be formulated by the Board of Supervisors and approved by the shareholders' meeting.

Article 146 The Board of Supervisors shall make minutes of decisions on matters discussed, and the supervisors attending the meeting shall sign the minutes.

Supervisors shall have the right to require some illustrative record of their speeches at the meeting on the record. The minutes of the meeting of the Board of Supervisors shall be kept as the archives of the Company for a period of 10 years.

Article 147 The notice of the meetings of the Board of Supervisors shall include the following contents:

- (1) Date, venue and duration of meetings;
- (2) The causes and issues;
- (3) The date on which the notice is given.

Chapter VIII Financial accounting system, profit distribution and audit

Section I Financial accounting system

Article 148 The Company shall formulate the financial accounting system of the Company in accordance with laws, administrative regulations and regulations of government departments.

Article 149 The Company shall submit the annual financial and accounting report to the CSRC and the stock exchange within 4 months after the end of each fiscal year, the semi-annual financial and accounting report to the agencies of the CSRC and the stock exchange within 2 months after the end of the first 6 months of each fiscal year, and the quarterly financial accounting report to the agencies of the CSRC and the stock exchange within 1 month after the end of the first three months and the previous 9 months of each fiscal year.

The above financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations and departmental rules.

Article 150 Except for the statutory accounting books, the Company will not establish separate accounting books. The assets of the Company shall not be deposited in any account opened in the name of any individual.

Article 151 When distributing the after-tax profits of the current year, the Company shall draw 10% of the profits into the statutory reserve fund of the Company. If the accumulative amount of the statutory reserve fund of the Company is more than 50% of the registered capital of the Company, it may not be withdrawn.

Where the statutory reserve fund of the Company is insufficient to cover the losses of the previous year, the profits of the current year shall be used to cover the losses before drawing the statutory reserve fund in accordance with the provisions of the preceding paragraph.

After the Company draws the statutory reserve fund from the after-tax profits, the Company may also withdraw the optional accumulation fund from the after-tax profits after the resolution of the shareholders' meeting.

The remaining after-tax profits of the Company after making up the losses and withdrawing the accumulation fund shall be distributed in proportion to the shares held by the shareholders.

When the shareholders' meeting violates the provisions of the preceding paragraph, and distributes profits to shareholders before making up the losses of the company and drawing the statutory reserve fund, the shareholders must return the profits distributed in violation of the regulations to the company.

Shares of the Company held by the Company shall not be involved in the distribution of profits.

Article 152 The reserved fund of the Company shall be used to make up the losses of the Company, expand the Company's production and operation, or convert it to increase company capital. However, the capital reserve will not be used to cover the company's losses.

When the legal reserve is converted into capital, the reserve fund shall not be less than 25% of the registered capital of the Company before the conversion.

Article 153 The Board of Directors of the Company shall complete the distribution of dividends (or shares) within 2 months after the shareholders' meeting of the Company decides on the profit distribution plan.

Article 154 The Company's profit distribution policy is: The Company implements a positive profit distribution method, attaching importance to the reasonable return on investment of investors, and can distribute dividends by means of cash or stock, which are mainly distributed in cash. When the Company distributes profits by means of cash or stock, the profit distribution shall not exceed the scope of accumulated distributive profits, and shall not impair the company's continuous operation ability.

When formulating the profit distribution policy, especially the cash dividend policy, the Company shall perform necessary decision-making procedures. During the decision-making and demonstration of the profit distribution policy by the Board of Directors, the Board of Supervisors and the Shareholders' Meeting, the opinions of independent directors, external supervisors (if any) and small and medium shareholders shall be fully listened to and considered through various channels.

(1) Principle of profit distribution: The Company implements active, continuous and stable profit distribution policies, attaching importance to reasonable return on investment to investors, and takes into account the actual operation conditions of the Company and the company's long-term strategic development goals.

(2) Profit distribution method: The Company may distribute dividends by the method of cash, stocks or combination of cash and stocks or by other means permitted by laws and regulations. The dividends shall be distributed mainly in cash.

(3) Conditions and proportions of cash dividends:

1. In case of any of the following circumstances, the Company may not implement dividend distribution:

(1) The Company fails to realize profits in the current year;

(2) The profit balance available for distribution at the end of the period of the Company is negative;

(3) The net operating cash flow or the balance of cash and equivalents at the end of the year of the Company is negative;

(4) The Company has a significant investment or cash expenditure plan within the foreseeable twelve months, and the Company has stated such plans in the public disclosure documents, and cash dividends may result in failure of the Company's cash flow meeting the Company's operating or investment needs.

2. If the Company adopts cash and stock dividends to distribute profits at the same time, the Company implements differentiated cash dividend policy under the condition of meeting the fund demand for regular production and operation of the Company:

(1) If the Company has no major fund expenditure arrangement within the next 12 months, the proportion of cash dividend in this profit distribution shall be at least 80%;

(2) When the Company has a significant fund expenditure arrangement within the next 12 months, the proportion of cash dividend in this profit distribution shall be at least 40%;

(3) If the Company has a significant fund expenditure arrangement within the next 12 months and there is a large investment plan or fund expenditure arrangement in the next year, the proportion of cash dividend in this profit distribution shall be at least 20%.

3. Except that the Company may not implement dividend distribution, the annual cash dividend of the Company shall not be less than 10% of the distributable profits realized in the current year, and the accumulated profit distributed in cash in the last three years shall not be less than 30% of the annual distributive profits realized in the last three years.

(4) When the company realizes profits in the previous fiscal year, but the Board of Directors fails to put forward the annual cash dividend plan, the Board of Directors of the company shall disclose in the annual report the reasons for not distributing cash dividends and the use of funds not used to distribute cash dividends in the company, and the independent directors shall express their independent opinions on these items.

(5) If the Company really needs to adjust the profit distribution policy according to the production and operation situation, investment planning and long-term development needs, the adjusted profit distribution policy shall not violate the relevant provisions of the CSRC and the stock exchange. The proposal for adjusting the profit distribution policy shall be submitted to the shareholders' meeting for approval after approved by the independent directors and the board of directors.

(6) Period interval of profit distribution: The Company mainly conducts annual dividends, and the Board of Directors may also propose interim profit distribution according to the circumstances.

(7) The decision-making mechanism and procedures of the profit distribution policy of the Company are as follows:

The modification of the profit distribution policy of the Company shall be proposed by the Board of Directors to the shareholders' meeting. The profit distribution policy proposed by the Board of Directors shall be approved by more than half of the members of the Board of Directors, and the independent directors shall express independent opinions on the modification of the profit distribution policy. Independent directors may solicit opinions from minority shareholders, put forward proposals for dividend distribution and submit them directly to the Board of Directors for deliberation. Before the shareholders' meeting examines the specific scheme of cash dividend distribution, the Company shall actively communicate with the shareholders, especially the small and medium shareholders through various channels, fully listen to the opinions and appeals of the small and medium shareholders, and timely answer the concerns of the small and medium shareholders.

The modification of the profit distribution policy of the Company shall be submitted to the shareholders' meeting of the Company for deliberation, which shall be approved by more than two-thirds of the voting rights represented by the shareholders (including shareholders' agents) present at the shareholders' meeting, and shall be arranged to facilitate the participation of small and medium-sized investors in the shareholders' meeting through the trading system of stock exchange and Internet voting system.

If the Company's external operating environment changes significantly or the existing profit distribution policy affects the sustainable operation of the Company, the Company may adjust the profit distribution policy according to the internal and external environment. The adjusted profit distribution policy shall not violate the relevant provisions of the CSRC and the Shanghai Stock Exchange, and the interests of shareholders shall be taken as the starting point. The interests of investors shall be protected. The proposal on adjusting the profit distribution policy shall be submitted to the shareholders' meeting of the Company for approval only after approved by the independent directors and the Board of Directors.

(8) In case of any illegal occupation of the capital of the listed company by the shareholders during the distribution of cash profits, the company shall deduct the cash dividends allocated by the shareholders to repay the funds occupied by them.

(9) The Board of Directors of the company shall carefully study and demonstrate the timing, conditions and minimum proportion of cash dividend distribution of the company and requirements of decision-making procedures when formulating the specific scheme of cash dividend distribution, and the independent directors shall make clear opinions. Independent directors may solicit opinions from minority shareholders, put forward proposals for dividend distribution and submit them directly to the Board of Directors for deliberation.

Section II Internal Audit

Article 155 The Company implements an internal audit system, and is equipped with full-time auditors to supervise the financial revenue and expenditure and economic activities of the Company.

Article 156 The internal audit system of the Company and the duties of auditors shall be implemented upon approval of the Board of Directors. The person in charge of the audit shall be responsible to and report to the Board of Directors.

Section III Appointment of accounting firms

Article 157 The Company employs an accounting firm meeting the requirements of relevant laws, regulations and regulatory authorities to conduct audit of accounting statements, verification of net assets and other related consulting services, with a term of one year, which can be renewed.

Article 158 The employment of an accounting firm by the Company must be decided by the shareholders' meeting, and the Board of Directors shall not appoint an accounting firm prior to the decision of the shareholders' meeting.

Article 159 The Company guarantees to provide true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting materials to the employed accounting firm, and shall not refuse, conceal or misstate.

Article 160 The audit fees of the accounting firm shall be determined by the shareholders' meeting.

Article 161 When the Company dismisses or does not renew an accounting firm, it shall notify the accounting firm three days in advance. When the Company's shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to make statements.

If the accounting firm proposes to resign, it shall explain to the shareholders' meeting whether there are any improper circumstances about the company.

Chapter IX Notices and announcements

Section I Notices

Article 162 The Company's notice shall be given in the following form:

- (1) By special person;
- (2) By mail;
- (3) By means of the announcement;
- (4) By e-mail;
- (5) By fax;
- (6) Other forms are stipulated in the Articles of Association.

Article 163 Any notice given by the Company by means of a public announcement shall be deemed to have been received by all relevant personnel.

Article 164 The meeting notice of the shareholders' meeting of the Company shall be made by means of the announcement.

Article 165 The meeting notice of the Board of Directors shall be given in writing, telephone, fax or mail.

Article 166 The meeting notice of the Board of Supervisors shall be given in writing, telephone, fax or mail.

Article 167 If the notice of the Company is sent by hand, the person served shall sign (or seal) on the receipt of service, and the date of receipt shall be the date of service; If the company notice is sent by paper mail, the delivery date shall be the third working day from the date of delivery to the post office; If the company notice is sent by e-mail, the delivery date shall be the time when the email arrives at the recipient's mail system; If the company notice is sent by means of announcement, the publication date of the first announcement shall be the date of service; If the company notice is sent by fax, the date on which the fax enters the receiving system designated by the recipient shall be the date of delivery.

Article 168 Failure to send a meeting notice to a person entitled to notice by accident or not having received notice of the meeting shall not invalidate the meeting and the resolution made at the meeting.

Section II Announcements

Article 169 The Company designates the media meeting the requirements stipulated by the securities regulatory authority under the State Council and the website of Shanghai Stock Exchange (www.sse.com.cn) to publish company announcements and other media requiring disclosure of information.

Chapter X Consolidation, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation

Section I Consolidation, Division, Capital Increase and Capital Reduction

Article 170 Company merger may adopt absorption merger or consolidation.

One company absorbs other companies for absorption merger, and the absorbed company dissolves. Two or more companies are combined to establish a new company is deemed consolidation, and both parties are dissolved.

Article 171 For the merger of the companies, the parties shall sign a merger agreement and prepare the balance sheet and property list. The Company shall notify the creditors within 10 days from the date of making the resolution of consolidation and make a public announcement in the newspaper within 30 days. The creditors may, within 30 days from the date of receipt of the notice and 45 days from the date of public announcement in case of not receiving the notice, require the Company to pay off debts or provide corresponding guarantee.

Article 172 At the time of merger, the creditor's rights and debts of the parties shall be inherited by the existing company or the newly established company after the merger.

Article 173 The company is divided and its property shall be divided accordingly.

When the company is divided, the balance sheet and property list shall be prepared. The Company shall notify the creditors within 10 days from the date of making the resolution of splitting and make a public announcement in the newspaper within 30 days.

Article 174 The debts before the division of the company shall be jointly and severally liable by the company after the division. However, unless otherwise agreed upon in the written agreement between the Company and the creditors on the debt settlement prior to the division.

Article 175 When the Company needs to reduce its registered capital, the balance sheet and property list must be prepared.

The Company shall notify the creditors within 10 days from the date of making the resolution of reducing the registered capital, and make a public announcement in the newspaper within 30 days. The creditor shall have the right to require the Company to pay off debts or provide corresponding guarantee within 30 days from the date of receipt of the notice or within 45 days from the date of public announcement in case of not receiving the notice.

The registered capital of the Company after capital reduction shall not be lower than the legal minimum limit.

Article 176 When the company is merged or divided, and the registered items are changed, it shall go through the alteration registration with the company registration authority according to law; If the company is dissolved, the company shall cancel its registration according to law; When a new company is established, the company shall be registered according to law.

When a company increases or decreases its registered capital, it shall go through alteration registration with the company registration authority according to law.

Section II Dissolution and Liquidation

Article 177 The Company is dissolved for the following reasons:

(1) The term of business stipulated in the Articles of Association expires or other reasons for dissolution prescribed by the Articles of Association arise;

(2) The resolution of the shareholders' meeting to dissolve;

(3) Dissolving due to merger or division of the company;

(4) The business license has been revoked according to law, ordered to close down or revocation;

(5) In case of serious difficulties in the operation and management of the company, and the continued existence of the company will result in serious losses to the interests of shareholders, which cannot be solved through other means, the shareholders holding more than 10% of the voting rights of all shareholders of the company may resort to the people's court to dissolve the company.

Article 178 The Company may survive by amending the Articles of Association if situations stipulated in Article 177 (1) occurs.

The amendment of the Articles of Association in accordance with the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting.

Article 179 Where the Company is dissolved in accordance with Items No.(1), (2), (4) and (5) of Article 177 of the Articles of Association, a liquidation committee shall be established within 15 days from the date of occurrence of the cause of dissolution to commence liquidation. The liquidation committee shall be composed of directors or persons determined by the shareholders' meeting. If a liquidation group is not established within the time limit, the creditor may apply to the people's court to appoint relevant personnel to form a liquidation group for liquidation.

Article 180 The liquidation group shall exercise the following functions and powers during the liquidation period:

- (1) Checking the company's property and preparing the balance sheet and property list separately;
- (2) Notifying or announce creditors;
- (3) Handling the outstanding business of the company related to liquidation;
- (4) Settling the outstanding taxes and taxes incurred during the liquidation process;
- (5) Liquidation of creditor's rights and debts;
- (6) Disposal of the remaining property after the company pays off its debts;
- (7) Participating in civil litigation activities on behalf of the company.

Article 181 The liquidation committee shall notify the creditors within 10 days from the date of establishment and make a public announcement in the newspaper within 60 days. The creditors shall, within 30 days from the date of receipt of the notice or within 45 days from the date of public announcement in case of not receiving the notice, declare their credits to the liquidation committee.

When a creditor declares creditor's right, it shall state the relevant matters concerning the creditor's right and provide supporting materials. The liquidation group shall register the creditor's rights.

During the period of declaration, the liquidation group shall not pay off the creditors.

Article 182 After checking the company's assets and preparing the balance sheet and property list, the liquidation group shall formulate a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.

The remaining assets of the Company shall be distributed according to the proportion of shares held by shareholders after payment of liquidation expenses, wages of employees, social insurance expenses and statutory compensation, payment of taxes owed and repayment of debts of the Company.

During the liquidation period, the Company survives, but cannot carry out business activities irrelevant to liquidation. The assets of the Company shall not be distributed to the shareholders until the finishing of repayment in accordance with the provisions of the preceding paragraph.

Article 183 If the liquidation group finds that the company's assets are insufficient to pay off debts after checking the company's property and preparing the balance sheet and property list, it shall apply to the people's court for bankruptcy according to law.

After the company is declared bankrupt by a ruling of the people's court, the liquidation group shall transfer the liquidation affairs to the people's court.

Article 184 After the liquidation of the company, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, and submit it to the company registration authority to apply for cancellation of the company's registration and announce the termination of the company.

Article 185 Members of the liquidation group shall be devoted to their duties and perform their liquidation obligations according to law.

Members of the liquidation group shall not take advantage of their powers to accept bribes or other illegal income, and may not embezzle the property of the company.

When any member of the liquidation group causes losses to the company or creditors due to intention or gross negligence, he/she shall be liable for compensation.

Article 186 Where a company is declared bankrupt according to law, the bankruptcy liquidation shall be carried out in accordance with the law related to the bankruptcy.

Chapter XI Amendment of Articles of Association

Article 187 The Company shall amend its Articles of Association under any of the following circumstances:

(1) After "Company Law" or relevant laws, administrative regulations, rules and normative documents are promulgated or amended, the matters stipulated in the Articles of Association conflict with the provisions of the amended laws and administrative regulations;

(2) Any change in the company's circumstances and inconsistency with the articles of association;

(3) The shareholders' meeting decides to amend the Articles of Association.

Article 188 Any amendment to the Articles of Association adopted by a resolution of the Shareholders' Meeting shall be submitted to the Competent Authority for approval; When the registration of the company is involved, the alteration registration shall be handled according to law.

Article 189 The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the shareholders' meeting amending the Articles of Association and the examination and approval opinions of the competent authority.

Article 190 Any amendment to the Articles of Association shall be announced as required by laws and regulations about disclosure.

Chapter XII Supplementary Provisions

Article 191 Interpretation

(1) Controlling shareholder refers to the shareholder who holds more than 50% of the total share capital of the company; Shareholders holding less than 50% of the shares have sufficient voting rights on the basis of the shares held by them to materially affect the resolution of the Shareholders' Meeting.

(2) Actual controller refers to a person who, although not a shareholder of the company, can actually control the company's activities through investment relationships, agreements or other arrangements.

(3) Related relationship refers to the relationship between the controlling shareholders, actual controllers, directors, supervisors and senior managers of the Company and the enterprises under direct or indirect control, as well as other relationships that may result in the transfer of interests of the Company. However, state-controlling enterprises are associated not only because they are held by the government.

Article 192 The Board of Directors may formulate detailed rules of association in accordance with the Articles of Association. The detailed rules shall not conflict with the provisions of the Articles of Association.

Matters not covered in the Articles of Association and the detailed rules shall be handled in accordance with relevant laws, regulations, rules and normative documents according to the actual situation of the Company. In case of any conflict between the Articles of Association and the newly amended laws, regulations, rules and normative documents, the new laws, regulations, rules and normative documents shall prevail.

Article 193 The Articles of Association shall be written in Chinese. In case of any ambiguity between the Articles of Association in any other language or different versions, the Chinese version of the Articles of Association approved and registered in Shijiazhuang Administration for Industry and Commerce shall prevail.

Article 194 The term "above", "within", "exceeding", "above" and "more than" in the Articles of Association shall include the number; "Insufficient", "outside", "below", "less than", "less than" do not include the number.

Article 195 Unless otherwise specified by relevant laws, regulations, rules and normative documents, the Board of Directors of the Company shall be responsible for the interpretation of the Articles of Association.

Article 196 The annexes to the Articles of Association include the rules of procedure of the shareholders' meeting, the rules of procedure of the Board of Directors and the rules of procedure of the Board of Supervisors. In case of any inconsistency between the rules of procedure of the shareholders' meeting, the rules of procedure of the Board of Directors and the rules of procedure of the Board of Supervisors and the Articles of Association, the Articles of Association shall prevail.

Article 197 The Articles of Association shall come into force as of the date of approval by the shareholders' meeting.