THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

(1) PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
(6) PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS
(7) NOTICE OF THE 2023 SECOND EGM
AND
(8) NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

Notices convening the 2023 Second EGM and 2023 Second H Share Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Friday, 27 October 2023 are set out on pages 173 to 174 and pages 175 to 176 of this circular respectively.

Proxy forms for use at the 2023 Second EGM and 2023 Second H Share Class Meeting is also enclosed with this circular. Any Shareholders entitled to attend and vote at the 2023 Second EGM and 2023 Second H Share Class Meeting are entitled to appoint

instructions printed thereon to the Company's shares registrar in respect of H Shares, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the 2023 Second EGM and 2023 Second H Share Class Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

9 October 2023

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In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

"2023 Second A Share Class Meeting"	the class meeting of A Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 27 October 2023 (or adjournment thereof), or immediately after the conclusion of the 2023 Second EGM, whichever is later
"2023 Second Class Meetings"	the 2023 Second A Share Class Meeting and the 2023 Second H Share Class Meeting
"2023 Second EGM"	the 2023 Second extraordinary general meeting of the Company proposed to be held at 2:30 p.m. on 27 October 2023 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC
"2023 Second H Share Class Meeting"	the class meeting of the H Shareholders to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 27 October 2023 (or any adjournment thereof), or immediately after the conclusion of the 2023 Second A Share Class Meeting, whichever is later
"A Share(s)"	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Company"	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively
"Company Law"	the Company Law of the PRC
"CSRC"	China Securities Regulatory Commission
"Director(s)"	director(s) of the Company

"H Share(s)"	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for, traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange (stock code: 6865)
"H Shareholder(s)"	holder(s) of H Share(s)
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Shanghai Stock Exchange"	Shanghai Stock Exchange (上海證券交易所)
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of the Share(s)
"%"	percent

* *For identification purpose only*

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

Executive Directors:
Mr. Ruan Hongliang *(Chairman)*
Ms. Jiang Jinhua
Ms. Ruan Zeyun
Mr. Wei Yezhong
Mr. Shen Qifu

Independent non-executive Directors:
Ms. Xu Pan
Ms. Hua Fulan
Ms. Ng Yau Kuen Carmen

Registered office, headquarters and principal place of business in the PRC:
1999 Yunhe Road
Xiuzhou District, Jiaxing
Zhejiang Province, PRC

Principal place of business in Hong Kong:
Unit 6, 11/F, Prosperity Place
6 Shing Yip Street
Kwun Tong, Kowloon
Hong Kong

9 October 2023

To the Shareholders

(1) PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
(6) PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS
(7) NOTICE OF THE 2023 SECOND EGM
AND
(8) NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) the proposed interim dividend for the six months ended 30 June 2023; (ii) the proposed changes of registered capital and amendments to the Articles of Association; (iii) the proposed amendments to the rules of procedures of general meetings; (iv) the proposed amendments to the rules of procedures for the board of directors; (v) the proposed amendments to the rules of procedures for the board of supervisors; (vi) the proposed amendments to the working instructions for independent directors; and (vii) to give you the notices of the 2023 Second EGM and the 2023 Second H Share Class Meeting.

II. PROPOSED DECLARATION OF INTERIM DIVIDEND OF RMB0.238 PER ORDINARY SHARE (BEFORE TAX) FOR THE SIX MONTHS ENDED 30 JUNE 2023

As stated in the announcement of the Company dated 28 August 2023 relating to the interim results of the Group for the six months ended 30 June 2023, the Board recommended the payment of an interim dividend of RMB0.238 per ordinary Share (before tax) for the six months ended 30 June 2023 to the Shareholders (the "2023 Interim Dividend"). Shareholders whose names appear on the register of members of the Company on Friday, 10 November 2023 will be entitled to the 2023 Interim Dividend. For the purpose of ascertaining Shareholders' entitlement to the 2023 Interim Dividend, the register of members of the Company will be closed from Friday, 3 November 2023 to Friday, 10 November 2023 (both days inclusive) for the purpose of determining Shareholders' entitlement to the 2023 Interim Dividend. In order to qualify for receiving the 2023 Interim Dividend, all transfer documents must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for holders of A Shares), for registration before 4:30 p.m. on Thursday, 2 November 2023.

2023 Interim Dividend on A Shares will be paid in RMB and 2023 Interim Dividend on H Shares will be paid in Hong Kong dollars. The exchange rate for the 2023 Interim Dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of the 2023 Second EGM if such proposed resolution is approved at the 2023 Second EGM.

The 2023 Interim Dividend is subject to approval by the Shareholders at the 2023 Second EGM and a resolution will be proposed to the Shareholders for voting at the 2023 Second EGM. If the resolution for the 2023 Interim Dividend is passed at the 2023 Second EGM, the 2023 Interim Dividend will be payable before 27 December 2023.

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

New PRC Regulations Related Amendments to AoA and Amendments to the Rules of Procedures

The Board proposes to amend the Articles of Association in view of the below and to make some other housekeeping amendments (the "New PRC Regulations Related Amendments to AoA").

On 17 February 2023, the State Council (the "State Council") of the PRC issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents* (《國務院關於廢止部分行政法規和文件的決定》) and the CSRC issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》) and related guidelines (together, the "New PRC Regulations"), which came into effect on 31 March 2023. On the same date as the New PRC Regulations took effect, the Mandatory Provisions for Companies Listing Overseas* (《到境外上市公司章程必備條款》) (the "Mandatory Provisions") set forth in Zheng Wei Fa (1994) No. 21* (證委發(1994) 21號文件) issued on 27 August 1994 by the State Council Securities Policy Committee* (國務院證券委員會) and the State Commission for Restructuring the Economic System* (國家經濟體制改革委員會) and the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued on 4 August 1994 by the State Council were repealed. PRC issuers shall formulate their articles of association with reference to the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》) issued by the CSRC in place of the Mandatory Provisions. Furthermore, holders of A shares and H shares are no longer deemed to be different classes of shareholders, thus the class meeting requirement applicable to holders of A shares and H shares are no longer necessary and removed. In light of the above, the Stock Exchange has adopted certain consequential amendments to the Listing Rules which came into effect on 1 August 2023.

The Board is of the view that the New PRC Regulations Related Amendments to AoA (including the removal of the class meeting requirement from the Articles of Association following the repeal of the Mandatory Provisions) will not compromise protection of the H shareholders of the Company and will not have material impact on measures relating to shareholder protection, as A shares and H shares are regarded as one class of ordinary shares under PRC law, and the substantive rights attached to these two kinds of shares (including voting rights, dividends and asset distribution upon liquidation) are the same.

After the New PRC Regulations Related Amendments to AoA take effect, the Company will continue to comply with the Listing Rules to meet the core shareholder protection standards through compliance with PRC laws in combination with its constitutional documents pursuant to Appendix 3 of the Listing Rules and will further monitor its ongoing compliance with these standards and notify the Stock Exchange if it becomes unable to comply with any of these standards.

Registered Capital Related Amendments to AoA

Reference is made to the announcement of the Company in relation to the change in share capital and consequential amendments to the Articles of Association dated 9 August 2023 (the "Announcement").

Pursuant to the latest requirements of the competent government departments and regulatory authorities in the PRC, despite the authorization to the Board by the Shareholders at the 2021 second extraordinary general meeting, 2021 second A share class meeting, 2021 second H share class meeting, 2022 first extraordinary general meeting, 2022 first A share class meeting, 2022 first H share class meeting, 2023 first extraordinary general meeting, 2023 first A share class meeting and 2023 first H share class meeting of the Company, the amendments to the Articles of Association in light of the change of share capital of the Company as a result of both the conversion of A Share convertible bonds and the issuance of A Shares to specific subscribers (the "Registered Capital Related Amendments to AoA") shall be separately submitted to the Shareholders' general meeting of the Company for consideration and approval, if thought fit.

In light of above, the Board proposed to submit the Registered Capital Related Amendments to AoA to the 2023 second extraordinary general meeting, the 2023 second A share class meeting and the 2023 second H share class meeting to be convened by the Company for the Shareholders' consideration and approval, if thought fit.

General

The proposed amendments to the Articles of Association (including the New PRC Regulations Related Amendments to AoA and the Registered Capital Related Amendments to AoA) shall be subject to the passing of a special resolution by the Shareholders at the 2023 Second EGM and 2023 Second H Share Class Meeting, and will become effective upon the approvals by the Shareholders at such meetings.

The Board will also propose a resolution at the 2023 Second EGM and 2023 Second H Share Class Meeting to authorise the Board to make relevant adjustments and revisions to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustments and revisions to characters, chapters and articles.

The details of the proposed amendments to the Articles of Association (including the New PRC Regulations Related Amendments to AoA and the Registered Capital Related Amendments to AoA) are set out in Appendix I to this circular. The Board would like to remind the Shareholders that the Chinese version shall prevail in case of any discrepancy or inconsistency between the Chinese version and its English translation.

IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

To further optimize the corporate governance structure of the Company and in light of the proposed amendments to the Articles of Association, the Board proposed to amend the Rules of Procedures of General Meetings. Please refer to Appendix II to this circular for details of the proposed amendments.

The proposed amendments to the above Rules of Procedures of General Meetings will be approved by way of a special resolution at the 2023 Second EGM and the 2023 Second H Share Class Meeting.

The Rules of Procedures of General Meetings mentioned above are formulated in accordance with relevant laws, regulations and listing rules of the PRC, some provisions of which may be different from the requirements of the Listing Rules. In the event that the requirements of the Listing Rules and the Rules of Procedures of General Meetings mentioned above are different, the Company will comply with all relevant listing rules on which the Shares are listed, whichever is stricter or impose greater obligation. The Board would like to remind the Shareholders that the Chinese version shall prevail in case of any discrepancy or inconsistency between the Chinese version and its English translation.

V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

In light of the proposed amendments to the Articles of Association, the Board proposed to amend the Rules of Procedures for the Board of Directors. Details of the proposed amendments to the Rules of Procedures for the Board of Directors are contained in Appendix III in this circular.

The proposed amendments to the Rules of Procedures for the Board of Directors shall be subject to the passing of an ordinary resolution by the Shareholders at the 2023 Second EGM, and will become effective upon the approval by the Shareholders at the 2023 Second EGM.

VI. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS

In light of the proposed amendments to the Articles of Association, the board of supervisors proposed to amend the Rules of Procedures for the Board of Supervisors. Details of the proposed amendments to the Rules of Procedures for the Board of Supervisors are contained in Appendix IV in this circular.

The proposed amendments to the Rules of Procedures for the Board of Supervisors shall be subject to the passing of an ordinary resolution by the Shareholders at the 2023 Second EGM, and will become effective upon the approval by the Shareholders at the 2023 Second EGM.

VII. PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

In light of the proposed amendments to the Articles of Association and pursuant to the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) which was published by the CSRC on 1 August 2023 and took effect on 4 September 2023, the Board proposed to amend the Working Instructions for Independent Directors. Details of the proposed amendments to the Working Instructions for Independent Directors are contained in Appendix V in this circular.

The proposed amendments to the Working Instructions for Independent Directors shall be subject to the passing of an ordinary resolution by the Shareholders at the 2023 Second EGM, and will become effective upon the approval by the Shareholders at the 2023 Second EGM.

VIII. THE 2023 SECOND EGM AND THE 2023 SECOND H SHARE CLASS MEETING

Notices convening the 2023 Second EGM and the 2023 Second H Share Class Meeting to be held at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Friday, 27 October 2023 are set out on pages 173 to 174 and pages 175 to 176 of this circular respectively.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the 2023 Second EGM and the 2023 Second H Share Class Meeting will be voted by poll. None of the Shareholders or their respective associates is required under the Listing Rules to abstain from voting on the resolutions proposed at the 2023 Second EGM and 2023 Second H Share Class Meeting.

For the purpose of determining the entitlement for attendance and voting at the 2023 Second EGM and/or the 2023 Second H Share Class Meeting (as the case may be), the H Shares register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company on Friday, 20 October 2023 shall be entitled to attend and vote at the 2023 Second EGM and the 2023 Second H Share Class Meeting. In order to attend and vote at the general meeting, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Friday, 20 October 2023. H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2023 Second EGM and the 2023 Second H Share Class Meeting. H Shareholders who intend to appoint a proxy to attend the 2023 Second EGM and the 2023 Second H Share Class Meeting are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2023 Second EGM and the 2023 Second H Share Class Meeting, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 Second EGM and the 2023 Second H Share Class Meeting, or any adjourned meeting (as the case may be) should you so wish.

IX. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2023 Second EGM and the 2023 Second H Share Class Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2023 Second EGM and the 2023 Second H Share Class Meeting.

Yours faithfully
By order of the Board
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

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

(stock code: 06865)

Articles of Association

Note: The original version of the Articles of Association of the Company is in Chinese, and the English version of the Articles of Association is the translation from the Chinese original. Should there be any discrepancy between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

ARTICLES OF ASSOCIATION OF FLAT GLASS GROUP CO., LTD.

Chapter 1 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"), ~~the *Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (hereinafter referred to as the "Special Provisions"), the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Holding Shareholders' Meeting of Overseas Listed Companies (hereinafter referred to as the "Adjustment Reply"), *the Mandatory Provisions for Articles of Association of Companies Listed Overseas*~~

Article 42 Registered name of the Company~~:~~

Chinese name: 福萊特玻璃集團股份有限公司
English name: FLAT GLASS GROUP CO., LTD.

Article 53 Address of the Company: No. 1999, Yunhe Road, Xiuzhou District, Jiaxing City, Zhejiang Province~~;~~

Postal Code: 314001.~~;~~

~~Telephone number: (86573) – 82793999;~~
~~Facsimile number: (86573) – 82793015.~~

Article 6 The registered capital of the Company is RMB587,830,940.50.

Article 74 The legal representative of the Company is the chairman of the board of directors.

Article 85 The Company is a joint stock limited company having perpetual existence ~~(Listed Company)~~.

Article 9 All of the assets of the Company are divided into shares of equal par value. The shareholders are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its assets.

Article 106 ~~The Articles of Association shall be put into force upon the consideration and approval at the general meeting of the Company. Upon the effective day of the Articles of Association, the existing Articles of Association of the Company will lapse automatically.~~

Upon the effective day of the~~se~~ Articles of Association of the Company, they ~~the Articles of Association~~ shall become the legal document regulating the Company's organization and activities, and the rights and obligations between the Company and its shareholders and among the shareholders interest.~~:~~

~~**Article 7** The Articles of Association shall also be legally binding on the Company~~ and legal document to ~~its~~ shareholders, directors, supervisors, ~~president and other~~ senior management~~, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with the Articles of Association~~.

Pursuant to the Articles of Association, shareholders may pursue actions against ~~the Company, other~~ shareholders and the Company's directors, supervisors, president and other senior management; ~~and pursuant to the Articles of Association,~~ shareholders may pursue actions against the Company, the Company may pursue actions against the shareholders, directors, supervisors, president and other senior management.

Article 11 The other senior management as stated hereof refers to the Company's deputy president, Secretary to the board of directors, Chief Financial Officer and other senior management appointed by the board of directors. (In the Company Law, the manager of the Company is referred to as the president, and the deputy manager of the Company is referred to as the vice president, the same below)

~~The actions, as referred to in the preceding paragraph, include the imitating of legal proceedings with a court or filing with an arbitral authority for arbitration.~~

~~**Article 8** The Company may invest in other limited liability companies and companies limited by shares and is liable to such companies to the extent of its capital contribution.~~

~~Unless otherwise specified by laws, the Company shall not be the capital contributor bearing joint liability associated with the debts of the invested enterprises.~~

Article 12~~9~~ Pursuant to the requirements of the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China, and carry out the activities of the Party. The Company shall provide necessary support to facilitate the activities of the Party.

Chapter 2 Objective and Scope of Business

Article 13~~10~~ The business objective of the Company is to achieve customer orientation, faithful cooperation and mutual benefit.

Article 14~~11~~ The business scope of the Company shall be pursuant to the projects as approved by the relevant registration authority.

Registered by law, t~~T~~he business scope of the Company includes: general projects including manufacturing of glass, manufacturing of technical glass product, manufacturing of mirrors and processing of similar products, provision of loading, unloading and handling services, manufacturing of metal structure, manufacturing of construction material and manufacturing of specialized machinery, provision of metal cutting and processing services, manufacturing of industrial control computers and system, sales of machinery and equipment (except for projects that are subject to approval in accordance with the relevant laws, business operation shall be conducted independently with the business licence(s) in accordance with the laws); and licensed project including import and export of goods (for projects subject to approval according to the relevant laws, operating activities shall only be carried out upon approval from relevant authority(ies), and specific licensed projects shall be subject to the results of approval).

Chapter 3 Shares ~~and Registered Capital~~

Section 1 Issuance of Shares

~~**Article 12** The Company shall have ordinary shares at all times; with the approval of the company examination and approval authority authorized by the State Council, the Company may have other classes of shares when needed.~~

~~**Article 13** All shares issued by the Company shall have nominal values, with each share having a nominal value of RMB0.25.~~

~~RMB referred to in the preceding paragraph refers to the statutory currency of the PRC.~~

Article 15 The stock of the Company shall take the form of shares.

Article 16~~14~~ ~~The stock of the Company shall take the form of shares. The Company may offer its shares to both domestic and foreign investors with the approval of the relevant securities regulatory authority under the State Council.~~ The Company shall issue shares in a fair and just manner, and each share of the same class shall have the same rights.

All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.

~~Foreign investors referred to in the preceding paragraph shall mean those investors in foreign countries, Hong Kong, Macau or Taiwan who subscribe for shares of the Company. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Company.~~

~~**Article 15** Shares that the Company issues to domestic investors for subscription in RMB shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies as well as shares holding by foreign investors and shares transferred by shareholders holding domestic shares in the Company shall be referred to as foreign shares. Foreign shares offered and listed overseas shall be named overseas-listed foreign shares.~~

~~Foreign currency referred to in the preceding paragraph refers to the statutory currency, other than RMB, of another country or region, which is recognized by the foreign exchange authority of the People's Republic of China ("the PRC") and can be used to pay the Company for the shares.~~

~~The domestic shares issued by the Company shall be named A shares. The overseas- listed foreign shares offered by the Company on the Hong Kong Stock Exchange shall be named H shares, i.e., shares which have been admitted for listing on the Hong Kong Stock Exchange, the nominal value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars. Upon approval by the State Council or the securities regulatory authority under the State Council and agreed by the Hong Kong Stock Exchange, the A shares may be converted into H shares which may be circulated on the Hong Kong Stock Exchange.~~

~~Both holders of domestic shares and holders of foreign shares are ordinary shareholders and shall have the same rights and obligations. The domestic shares issued by the Company and the foreign shares listed overseas shall have the same right with respect of any part dividend or any other form.~~

~~**Article 16** Approved by the company-approval department authorized by the State Council, the Company issued 70,000,000 shares (with nominal value of RMB1 per share), all of which have been subscribed and held by the promoters at the time of the Company's incorporation.~~

Article 17 All shares issued by the Company shall be denominated in RMB and have a nominal value of RMB0.25 per share.

Article 18 The A shares issued by the Company are centrally deposited in China Securities Depository and Clearing Corporation Limited, the H shares issued by the Company are deposited in the securities depository and clearing companies in Hong Kong, which can also be held by shareholders in their own names.

Article 19 The promoters of the Company comprise of ten natural persons including Mr. Ruan Hongliang. When the Company was changed as a whole and set up as a joint-stock company ~~When the Company was set up as a joint stock company~~, the registered capital of the Company was RMB70 million and the total number of shares was 70,000,000 shares, the shareholdings of the promoters were as follows:

No.	Name of shareholder	Amount of ~~capital contributed (RMB'000)~~ shares subscribed (0'000)	Percentage of ~~contribution~~ shareholdings (%)	Contribution method	Date of contribution
1	Ruan Hongliang	24,500	35.0	Shares converted from net assets ~~Cash~~	December 2005
2	Jiang Jinhua	17,500	25.0	Shares converted from net assets ~~Cash~~	December 2005
3	Ruan Zeyun	17,500	25.0	Shares converted from net assets、c~~C~~ash	December 2005
4	Zheng Wenrong	3,150	4.5	Shares converted from net assets ~~Cash~~	December 2005
5	Shen Fuquan	2,100	3.0	Shares converted from net assets ~~Cash~~	December 2005
6	Zhu Quanming	2,100	3.0	Shares converted from net assets ~~Cash~~	December 2005
7	Wei Yezhong	1,050	1.5	Shares converted from net assets ~~Cash~~	December 2005
8	Shen Qifu	700	1.0	Shares converted from net assets ~~Cash~~	December 2005
9	Tao Hongzhu	700	1.0	Shares converted from net assets ~~Cash~~	December 2005
10	Wei Shutao	700	1.0	Shares converted from net assets ~~Cash~~	December 2005
Total		**70,000**	**100**	**–**	

Article 20~~17~~ The Company has a total of 2,351,323,762~~2,146,893,254~~ issued shares. The capital structure of the Company comprises of 2,351,323,762~~2,146,893,254~~ ordinary shares, including 1,901,323,762~~1,696,893,254~~ domestic shares (A shares), accounting for 80.86~~79.04~~% of the total issued shares of the Company and 450,000,000 overseas-listed foreign shares (H shares), accounting for 19.14~~20.96~~% of the total issued shares of the Company.

Article 21 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who purchases or intends to purchase its own shares.

Section 2 Reduction and Repurchase of Shares

~~**Article 18** The domestically-listed domestic shares issued by the Company shall be under depository by the relevant organ satisfying the relevant provisions. The H-shares issued by the Company are mainly under the custody by the securities registration and settlement company in Hong Kong or held by shareholders in their own names.~~

~~**Article 19** The board of directors of the Company may make arrangement for the Company's separate issuance of overseas-listed foreign shares and domestic shares according to the issue scheme approved by the securities regulatory authority under the State Council.~~

~~According to the aforesaid scheme for separate issuance of overseas-listed foreign shares and domestic shares, the Company may issue such shares separately within 15 months upon approval of the securities regulatory authority under the State Council.~~

~~**Article 20** If the Company separately issues overseas-listed foreign shares and domestic shares within the total number specified in the issue scheme, the said shares shall be issued respectively at one time; if it is impossible for the shares to be issued at one time for special reasons, the shares may be issued by several times upon approval by the securities regulatory authority under the State Council.~~

~~**Article 21** The Company's registered capital is RMB536,723,313.50. The change in registered capital of the Company shall be registered at the competent Administration for Industry and Commerce.~~

Article 22 ~~The Company may increase its capital~~ Ppursuant to the needs of operation and development and in accordance with the laws, ~~administrative~~ regulations, after respective resolutions are passed at a general meeting, ~~departmental rules, listing rules of the place where the stocks are traded and based on the Articles of Association.~~

t~~T~~he Company may increase its capital by:

(I) Public offering of shares~~Offer of new shares to specified or unspecified investors~~;

(II) Non-public offering of shares~~Placement of new shares to existing shareholders~~;

(III) Offer of new shares to existing shareholders;

~~(IV) Offer of new shares to specified investors;~~

~~(V)~~(IV) Conversion of capital reserve into share capital;

~~(VI) Conversion of the Company's issued convertible bonds into shares;~~

~~(VII)~~(V) Other means stipulated by laws and administrative regulations and approved by the CSRC~~securities authority under the State Council~~.

The Company is prohibited from issuing preference shares which are convertible into ordinary shares.

~~Issuance of new shares by the Company shall be subject to approval as specified in the Articles of Association and follow the procedures specified in the relevant laws and administrative regulations of the PRC and the place of listing for the shares of the Company.~~

When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's share capital resulting therefrom, shall be dealt with in accordance with the provisions of laws, administrative regulations, departmental rules and other documents and the provisions of the Company's listing document for convertible corporate bonds.

~~The Company shall register the change of registered capital after a capital increase or reduction with the Market Regulation authority and make an announcement thereof.~~

~~**Article 23** Save as otherwise specified by laws, administrative regulations and as required by the Hong Kong Stock Exchange, the Company's shares may be transferred freely and shall not be subject to any lien.~~

~~Transfer of the Company's shares shall be registered with a securities registry entrusted by the Company. The Company shall make instruction and procure for the stock transfer registration; refuse the subscription, purchase or transfer of shares under the name of any individual holder for registration, unless such individual holder submits the transfer form bearing signatures to the stock transfer registration agency.~~

~~**Article 24** Where any director, supervisor and senior management or any shareholder who holds more than 5% of the shares of the Company sells the stocks of the Company as held within 6 months after purchase, or purchases any stock as sold within 6 months thereafter, the proceeds as generated therefrom shall be part of the profits of the Company. The board of directors of the Company shall take back the proceeds. However, it shall not be applicable to any sale of shares by securities companies holding over 5% of the shares of the Company as a result of acquiring the remaining of the underwritten shares as an underwriter, and other circumstances as stipulated by the CSRC.~~

~~For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by Directors, Supervisors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others.~~

~~Where the board of directors of the Company fails to implement the provisions set out in the first clause of this article, the shareholders concerned have the right to require the board of directors to implement them within 30 days, and the Directors shall bear joint liability. Where the board of directors fail to implement them within the aforesaid term, the shareholders shall have the right to directly file a lawsuit with the people's court in their own names for the interests of the Company.~~

~~If the Board of the Company fails to comply with the first clause of this article, the Directors shall bear joint liability.~~

~~Chapter 4 Capital Reduction and Repurchase of Shares~~

Article 23~~25~~ The Company may reduce its registered capital ~~in accordance with the Articles of Association~~. The Company shall reduce its registered capital pursuant to the Company Law, other relevant regulations and the Articles of Association.

~~**Article 26** The Company shall prepare a balance sheet and a list of property when reducing its registered capital.~~

~~The Company shall notify all creditors within 10 days after adoption of the resolution to reduce the registered capital and shall make announcements in newspapers within 30 days. The creditors shall have the right to require the Company to repay debts or provide corresponding guarantees for debt repayment within 30 days after receipt of the notice or within 90 days after the first announcement if the creditors haven't received the notice.~~

~~The Company's registered capital shall not, upon the reduction in capital, be less than the statutory minimum limit.~~

Article 24~~27~~ The Company shall not purchase its own shares, except in one of the following situations:

(I) ~~When cancelling shares for~~ Reduction in the registered capital of the Company;

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

(III) When utilizing shares in Employee Share Ownership Plan or as share awards;

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

(V) When utilizing shares to convert into convertible bonds issued by the Company;

(VI) When necessitated by the Company to protect its value and its shareholders' interest~~;~~.

~~(VII) In other circumstances stipulated by laws and administrative regulations.~~

~~The Company shall purchase its issued shares in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association.~~

Article 25~~28~~ The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations and CSRC ~~any of the following ways~~:

~~(I) Issuing a repurchase offer to all shareholders according to an equal percentage;~~

~~(II) Buying back through open transaction in the stock exchange;~~

~~(III) Buying back through agreement outside the stock exchange;~~

~~(IV) Other means stipulated by laws, administrative regulations and the CSRC.~~

Where the Company purchase its shares under the circumstances as mentioned in (III), (V) & (VI) of the first paragraph of Article 24 of the Articles of Association ~~in (III), & (VI) of Article 27 of the Articles of Association~~, the repurchase shall be carried out by public concentrated transaction.

~~**Article 29** In the repurchase of shares through agreement outside the stock exchange, the Company shall seek prior approval at a general meeting in accordance with the Articles of Association. With prior approval at the general meeting in the same way, the Company may cancel or change the contract already concluded in the aforesaid manner or waive any right under the contract.~~

~~The share repurchase contract mentioned in the preceding paragraph shall include (but not limited to) agreement to undertake share repurchase obligations and obtain share repurchase rights.~~

~~The Company shall not transfer the share repurchase contract or any right thereunder. As far as the Company's right to repurchase the redeemable shares is concerned:~~

~~(I) The price shall not exceed certain upper limit if such shares are not repurchased in the market or by tender; and~~

~~(I) Whereas in the event of repurchase by tender, the relevant tender must be equally offered to all shareholders.~~

Article 26~~30~~ Repurchase of the Company's shares for circumstances~~reasons~~ set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association ~~(I) to (II) of Article 27 of the Articles of Association~~ shall be subject to resolution at a general meeting. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article 24 ~~(III), & (VI) of Article 27~~ of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting.

After the Company has bought back its shares in accordance with the first paragraph of Article 24 ~~Article 27~~ of the Articles of Association, such shares shall be cancelled within 10 days after repurchase in the circumstance set out in (I), or shall be transferred or cancelled within six months in the circumstances set out in (II) and (IV). In case of circumstances set out in (III), (V) and (VI), the total shares held by the Company shall not exceed 10% of the total shares issued by the Company, and such shares shall be transferred or cancelled within 3 years.

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

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

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

~~(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares; the portion exceeding the par value shall be processed as follows:~~

~~1. Deducted from the book balance of distributable profit of the Company if the shares repurchased were issued at par value;~~

~~2. Deducted from the book balance of distributable profit of the Company and the proceeds from issuance of new shares for buying back old shares if the shares repurchased were issued at above par value; but the amount deducted from the proceeds from issuance of new shares shall not exceed the total premium obtained at the time of issuance of the shares repurchased and shall not exceed the amount (including premium from issuance of new shares) in the premium account (or capital reserve account) of the Company at the time of repurchase;~~

~~(III) The monies paid by the Company for the following purposes shall be deducted from the distributable profits of the Company:~~

~~1. Acquiring the right to repurchase its shares;~~

~~2. Changing the share repurchase contract;~~

~~3. Cancelling its obligations under the share repurchase contract;~~

~~(IV) After the par value of the cancelled shares is deducted from the registered capital of the Company pursuant to relevant regulations, the amount deducted from the distributable profit for paying the par value of the shares repurchased shall be stated in the premium account (or capital reserve account) of the Company.~~

~~Chapter 5 Financial Assistance to Acquire Shares of the Company~~

~~**Article 32** The Company or its subsidiaries shall not at any time or in any form provide any financial assistance to purchasers or potential purchasers of the Company's shares. The aforesaid purchasers include persons directly or indirectly undertaking obligations because of the purchase of the Company's shares.~~

~~The Company or its subsidiaries shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or discharging their obligations.~~

~~The provisions herein do not apply to the circumstances set out in Article 34 of this Chapter.~~

~~**Article 33** Financial assistance referred to in this Chapter shall include (but not limited to) the following:~~

~~(I) Gift;~~

~~(II) Guarantee (including the case where the guarantor undertakes liability or provides property to ensure fulfillment of obligations by the obligor), compensation (excluding compensation for the Company's own fault), termination or waiver of rights;~~

~~(III) Provision of loan or execution of contract under which the Company fulfils obligations prior to other parties, change of the said loan and the parties to the contract, and transfer of the said loan and rights under the contract;~~

~~(IV) Provision of any other form of financial assistance when the Company is insolvent, has no net assets or its net assets are likely to decrease significantly.~~

~~Obligations referred to herein shall include the obligations undertaken by the obligor for entering into a contract or making an arrangement (regardless whether the said contract or arrangement is enforceable or whether it is undertaken by the obligor individually or jointly with others) or for changing his financial position in any other form.~~

~~**Article 34** The following acts are not deemed as prohibited under Article 32 of this Chapter:~~

~~(I) The Company provides the relevant financial assistance faithfully in the interest of the Company and the said financial assistance is not mainly intended for the repurchase of the Company's shares or the said financial assistance is part of a general plan of the Company;~~

~~(II) The Company distributes its properties as dividends in accordance with the law;~~

~~(III) The Company distributes shares as dividends;~~

~~(IV) The Company reduces the registered capital, buys back shares and adjusts the shareholding structure in accordance with the Articles of Association;~~

~~(V) The Company, within its business scope, provides loan for its normal business operations (but such financial assistance shall not give rise to a decrease in net assets of the Company, or despite of causing a decrease, such financial assistance is given out of the distributable profit of the Company);~~

~~(VI) The Company provides loan for the employee stock ownership plan (but such financial assistance shall not give rise to a decrease in net assets of the Company, or despite of causing a decrease, such financial assistance is given out of the distributable profit of the Company).~~

~~**Chapter 6 Shares and Shareholders' Register**~~

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

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

~~(I) Company name;~~

~~(II) Date of incorporation of the Company;~~

~~(III) Shareholder's name and address;~~

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

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

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

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

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

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

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

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

Section 3 Transfer of Shares

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

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

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

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

~~**Article 39** The Company shall maintain a shareholders' register recording the following matters:~~

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

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

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

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

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

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

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

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

~~A copy of the register of holders of overseas-listed foreign shares shall be made available at the Company's domicile; the appointed foreign agency shall at any time ensure the original and the copy of the register of holders of overseas-listed foreign shares are consistent.~~

~~In the event that the records in the original and the copy of the register of holders of overseas-listed foreign shares are inconsistent, the original shall prevail.~~

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

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

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

~~(III) Shareholders' register that the board of directors decides to keep in other place for the purpose of listing the shares of the Company.~~

~~**Article 42** The respective parts of the shareholders' register shall not overlap each other. In the event of transfer of shares registered in a specific part of the shareholders' register, the said shares shall not be registered in any other part of the shareholders' register in the duration of the registration of the said shares.~~

~~Alterations or corrections to each section of the register of shareholders shall be made in accordance with the laws of the place where such section of the register of shareholders is kept.~~

~~**Article 43** All overseas-listed foreign shares listed on the Hong Kong Stock Exchange for which full payment has been made may be transferred freely in accordance with the Articles of Association; save that under the following conditions, the board of directors may refuse to recognize any transfer instrument without providing any reason:~~

~~(I) The transfer instrument and other instruments relating to the ownership of any share or affecting transfer of the share ownership shall be registered, and relevant payment shall be made to the Company according to the expense standard specified in the Listing Rules of the Stock Exchange to register the documents of share transfer and other share ownership documents with respect to or influence the ownership of the shares;~~

~~(II) The transfer instrument only involves overseas-listed foreign shares listed in Hong Kong;~~

~~(III) Stamp duty has been paid for the transfer instrument;~~

~~(IV) Relevant shares and other evidence reasonably required by the board of directors to prove that the transferor has the right to transfer the said shares have been submitted;~~

~~(V) If the shares are intended to be transferred to joint holders, the number of the registered joint shareholders shall not exceed four; and~~

~~(VI) The relevant shares are not subject to lien of any company.~~

~~Should the Company refuse to register any transfer of shares, it shall, within two months from the date of the formal application for the transfer, provide the transferor and the transferee with a written notice stating its refusal of registration of such transfer.~~

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

Article 2~~9~~44 No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange.

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

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

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

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

If the board of directors of the Company fails to comply with the first paragraph of this Article, relevant responsible Directors shall bear joint liability pursuant to the laws.

Chapter 4 Shareholders and the General Meeting

Section 1 Shareholders

Article 31 The Company shall maintain a register of shareholders based on vouchers provided by securities registries. The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company. A shareholder shall enjoy rights and assume obligations according to the class of shares held. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

~~**Article 45** No changes of registration in the shareholders' register arising from share transfer shall be made within 30 days before convening of a general meeting or within five days prior to the benchmark date on which the Company decides to distribute dividends. Where the relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed.~~

Article 32~~46~~ If the Company convenes a general meeting, distributes dividends, conducts liquidation or executes any other act requiring ~~recognition~~ identification of shareholders~~shareholding~~, the board of directors or the convener of any such general meeting shall decide the date of registration of shareholding. The shareholders whose names appear on the register of shareholders at the close of trading on the date of registration of shareholding are entitled to the relevant rights. ~~the board of directors shall designate a certain date as shareholding determination date, at the end of which the shareholders in the register shall be shareholders of the Company.~~

~~**Article 47** If any person objects to the shareholders' register and asks to have his name (title) recorded in or deleted from the shareholders' register, the said person may apply to the court of competent jurisdiction to correct the shareholders' register.~~

~~**Article 48** If any shareholder in the shareholders' register or any person requesting to have his name (title) recorded in the shareholders' register has lost his share certificate (i.e. "the original share certificate"), the said shareholder or person may apply to the Company to reissue new share certificate for the said shares (i.e. "the relevant shares"). Regarding exercise of right to issue warrants to a bearer, the Company shall not issue any new warrant to replace the lost one, unless it is sure beyond reasonable doubt that the original warrant has been destroyed.~~

~~Application for reissuance of lost share certificates held by holders of domestic shares shall be processed in accordance with the Company Law.~~

~~Application for reissuance of lost shares by holders of overseas-listed foreign shares may be processed pursuant to the law, regulation of the stock exchange or other relevant regulation of the place where the original of the shareholders' register of overseas-listed foreign shares is kept.~~

~~Application for reissuance of lost shares held by holders of overseas-listed foreign shares listed in Hong Kong shall meet the following requirements:~~

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

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

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

~~(IV) Before publishing the announcement of reissuance of new share certificate, the Company shall submit a copy of the draft announcement to the stock exchange with which the Company is listed, and may publish the announcement only after receiving reply from the said stock exchange confirming that the said announcement has been displayed in the stock exchange. The said announcement shall be displayed in the stock exchange for 90 days.~~

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

~~(V) If, after expiry of the 90-day period of announcement and display specified in (III) and (IV) of this Article, the Company has not received any objection to reissuance of share certificate, the Company may reissue new share certificate as requested by the applicant.~~

~~(VI) When the Company reissues new share certificate pursuant to this Article, the Company shall immediately cancel the original share certificate, and record such cancellation and reissuance in the shareholders' register.~~

~~(VII) All the expenses for cancellation of the original share certificate and reissuing new share certificate shall be borne by the applicant. The Company may refuse to take any action before the applicant provides any reasonable guarantee.~~

~~**Article 49** After the Company reissues new share certificate in accordance with the Articles of Association, the name (title) of the bona fide purchaser of the aforesaid new shares or the shareholder later registered as owner of the said shares (if he is a bona fide purchaser) shall not be deleted from the shareholders' register.~~

~~**Article 50** The Company shall have no obligation to compensate any person for any loss arising from cancellation of the original share certificate or reissuance of new share certificate, unless the said person can prove that the Company has committed any fraud.~~

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

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

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

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

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

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

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

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

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

Article 33~~52~~ The ~~ordinary~~ shareholders of the Company shall be entitled to the following rights:

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

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

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

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

(V) Access to the Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of general meetings, resolutions of the Board, resolutions of the board of supervisors and financial and accounting reports; ~~The shareholders shall have the right to obtain relevant information in accordance with the laws, administrative regulations and the Articles of Association upon providing written documents with respect to the class of shares held in the Company and number of shares held and after verification of the status of the shareholders by the Company, including:~~

~~1. Obtaining a copy of the Articles of Association upon payment of production cost;~~

~~2. Being entitled to access and copy upon payment of reasonable expenses;~~

~~(1) Copies of all shareholders' registers;~~

~~(2) Personal information of the Company's directors, supervisors, president and other senior management, including:~~

~~(a) Present and former names and aliases;~~

~~(b) Principal address (domicile);~~

~~(c) Nationality;~~

~~(d) Full-time and all part-time occupations and duties;~~

~~(e) Identity certificates and numbers thereof;~~

~~(3) Report of status of the issued share capital of the Company;~~

~~(4) Reports of the total par value, number of shares, and the highest and lowest prices of each class of shares repurchased by the Company since the last fiscal year, and the total expenses paid by the Company for this purpose;~~

~~(5) Counterfoils of corporate bonds;~~

~~(6) The latest audited financial statements of the Company, and the reports of the board of directors, auditors and board of supervisors;~~

~~(7) Copy of the latest annual inspection report filed with the industry and commerce authority of China or other competent authorities; and~~

~~(8) Minutes of the general meetings (for inspection of shareholders only).~~

~~The Company shall keep at its Hong Kong address the documents as referred to in (1) to (8) above (excluding (2)) and any other applicable documents as per the requirements of the Listing Rules of the Stock Exchange for free inspection of the public and shareholders.~~

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

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

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

~~(IX)~~(VIII) To exercise other rights specified by the laws, administrative regulations, departmental rules and the Articles of Association.

Article 3453 In the event that a shareholder wants to access the relevant information as described in the preceding Article~~Article 52~~ of the Articles of Association or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder.

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

Article 3554 In the event that the particulars of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid.

In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.

Article 3655 In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than one percent of voting shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing that the board of supervisors bring legal action before a court. In the event that the board of supervisors violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing that the board of directors bring legal action before a people's court.

In the event that the board of supervisors or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company.

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

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

~~(I) Exempting directors and supervisors from the obligation to act honestly in the best interest of the Company in good faith;~~

~~(II) Allowing directors and supervisors (for the interests of their own or others) to seize from the Company its asset in any way, including (but not limited to) any opportunity in favour of the Company;~~

~~(III) Allowing directors and supervisors (for the interests of their own or others) to seize from other shareholders their personal rights and interests, including (but not limited to) any right to profit distribution and right to vote, but excluding corporate reorganization submitted for adoption at the general meeting pursuant to the Articles of Association.~~

~~**Article 61** A controlling shareholder, as referred to in the preceding article, is a person fulfilling any of the following conditions:~~

~~(I) When acting alone or acting in concert with other persons, such a person can select more than half of the Company's directors;~~

~~(II) When acting alone or acting in concert with other persons, such a person can exercise more than 30% (inclusive) of the voting rights of the Company or control the exercising of more than 30% (inclusive) of the voting rights of the Company;~~

~~(III) When acting alone or acting in concert with other persons, such a person holds more than 30% (inclusive) of the outstanding shares of the Company;~~

~~(IV) When acting alone or acting in concert with other persons, such a person has de facto control of the Company by other methods.~~

~~The term "acting in concert" means that two or more persons conclude an unanimously consent in mode of agreement (regardless of oral or written form) to acquire the Company's right to vote via one of the two persons in order to achieve or enhance the aim to control the Company.~~

~~**Chapter 8 General Meetings**~~

Section 2 General Provisions for General Meetings

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

~~Without violation of any laws and regulations and the statutory regulations as prescribed in the Listing Rules, the general meetings may grant authorization or entrust the board of directors to handle matters with respect to such authorization and appointment.~~

Article 42~~-64~~ The following external guarantees by the Company shall be considered and approved by the shareholders' general meeting.

(I) Any guarantee provided after the ~~total amount of~~ external guarantees by the Company and its controlled subsidiaries meet or exceed fifty percent of the latest audited net assets;

(II) Any guarantee provided after the total amount of external guarantees by the Company and its controlled subsidiaries exceed thirty percent of the latest audited total assets;

(III) Any guarantee exceeding 30% of the total audited assets of the latest period cumulatively calculated within twelve consecutive months subject to the guarantee amount;

~~(III)~~(IV) Any guarantee provided for a target party whose asset-liability ratio is over seventy percent;

~~(IV)~~(V) Any guarantee with a single guaranteed amount in excess of ten percent of the latest audited net assets;

~~(V) Any guarantee exceeding 30% of the total audited assets of the latest period cumulatively calculated within twelve consecutive months subject to the guarantee amount;~~

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

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

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

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

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

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

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

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

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

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

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

(V) ~~or t~~The board of supervisors proposes to convene an extraordinary general meeting;

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

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

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

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

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

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

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

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

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

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

~~**Article 67** A written notice convening the annual general meeting shall be given by the convener not less than 21 days before the date of the meeting to notify all shareholders of the meeting; whereas a written notice of the extraordinary general meeting shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting.~~

~~The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.~~

~~**Article 68** Notice of general meeting shall meet the following requirements:~~

~~(I) Is in written form;~~

~~(II) Specifies the venue, date and time of the meeting;~~

~~(III) States matters and proposals to be considered at the meeting;~~

~~(IV) Provides such necessary information and explanations for shareholders to make an informed judgment on the matters to be considered. Without limitation to the generality of the foregoing, where a proposal is made with respect to the merger of the Company with another company, the repurchase of shares, restructuring of share capital, or other reorganization of the Company, the terms of the proposed transaction must be provided in detail along with copies of the proposed contract (if any), and the reason(s) and effect of such proposal must be properly explained;~~

~~(V) Contains a disclosure of the nature and extent of the material interests of any director, supervisor, president or other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on the interests of shareholders of the same class;~~

~~(VI) Contains the full text of any special resolution to be proposed at the meeting;~~

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

~~(VIII) Specifies the time and venue for serving the power of attorney for the voting proxy for the meeting;~~

~~(IX) The time between the date of registration of shareholding of the shareholders for determining those shareholders entitled to attend the shareholders' meeting, the date of registration and the date of the meeting shall comply with the requirements of the relevant supervisory authorities of the place where the shares of the Company are listed; and~~

~~(X) The names and telephone numbers of the standing contact persons for the meeting;~~

~~(XI) Specifies the voting time and voting procedure for voting on the network or otherwise.~~

~~**Article 69** The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by any modes agreed by the local securities exchange where the Company's shares are listed (including but not limited to mailing, e-mail, fax, public announcement and website of local securities exchange where the Company or the Company's shares are listed). The address of the recipient is that as shown in the shareholders' register. For shareholders of domestic shares, the notice of general meeting shall be delivered by mode of public announcement.~~

~~Public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities authority under the State Council. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.~~

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

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

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

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

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

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

~~**Article 73** The instrument appointing a proxy shall be in writing under the hand of the principal or his proxy duly authorized in writing or, if the principal is a legal person, it shall be under seal or under the hand of a director or a proxy duly authorized. Such instrument shall specify the number of shares to be represented by the proxy.~~

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

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

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

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

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

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

Section 3 Convening of General Meeting

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

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

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

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

If the board of directors disagrees to convene an extraordinary general meeting or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary general meeting, and the board of supervisors shall then convene and preside over such general meeting. ~~For a general meeting convened by the board of supervisors, all necessary expenses of the meeting shall be borne by the Company.~~

~~**Article 79** Shareholders who request the convening of an extraordinary shareholders' meeting or class meeting shall do so according to the following procedures:~~

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

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

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

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

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

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

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

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

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

Article 52 ~~Where the shareholders convene and preside over a meeting because the board of directors and the board of supervisors fail to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Company.~~ The necessary expenses required for the general meetings convened by the board of supervisors or shareholders shall be borne by the Company.

Section 4 Proposals and Notices of General Meeting

Article 53 The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association.

Article 54~~80~~ When the Company convenes a shareholders' meeting, the board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall be entitled to propose motions to the Company.

Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written supplementary motion(s) to the convener of the board of directors 10 days before a shareholders' meeting is convened; the convener shall issue a supplementary notice of the shareholders' meeting announcing the contents of the supplementary motion(s) within two days after receipt of the said motion(s).

Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' general meeting, or add new proposals after issuing an announcement on the notice of shareholders' general meeting.

The motion(s) that has/have not been set out in the notice of the shareholders' meeting or that is/are not in compliance with Article 53 81 shall not be voted or resolved on at the general meeting.

~~**Article 81** Provisional motions of the shareholders' meeting shall meet the following conditions:~~

~~(I) The content shall comply with the laws, administrative regulations, the Articles of Association and the related regulations and requirements of relevant stock exchanges or regulatory authorities at the place where the shares are listed, and shall fall within the authority of the general meeting;~~

~~(II) It shall have a clear topic and specific resolution for consideration;~~

~~(III) It shall be submitted or served to the convener in written form.~~

Article 55 A written notice convening the annual general meeting shall be given by the convener not less than 21 days before the date of the meeting to notify all shareholders of the meeting; whereas a written notice of the extraordinary general meeting shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting.

The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.

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

Article 56 Notice of the shareholders' meeting includes the following:

(I) The time, venue and duration of the meeting;

(II) Matters and proposals that shall be submitted to the meeting for consideration;

(III) Contains a clear statement that all ordinary shareholders(including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;

(IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;

(V) The names and telephone numbers of the standing contact persons for the meeting;

(VI) The time and procedure for voting online or through other means.

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

Details of all proposals shall be fully and completely disclosed in the notice of general meeting and its supplementary notice. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of general meeting or a supplementary notice shall, when given, disclose the opinions and reasons of the independent directors in advance or at the same time.

The starting time for voting online or by other means shall not be earlier than 3:00 pm on the day immediately preceding the date on which the general meeting is to be held or later than 9:30 am on the day the general meeting is held and shall not close earlier than 3:00 pm on the day the general meeting is concluded.

Article 57 In the event that the election of directors and supervisors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors and supervisors, and shall at least include the following particulars:

(I) their educational backgrounds, work experiences, part-time jobs and other personal details;

(II) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;

(III) the number of shares of the Company they hold;

(IV) whether or not they have been penalized by CSRC and other relevant departments, and disciplined by the stock exchange.

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

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

Section 5 Convening of General Meeting

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

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

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

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

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

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

(I) the name of the proxy;

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

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

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

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

Article 63 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.

Article 64 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.

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

Article 65 A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, domicile, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.

Article 66 The convener and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of members provided by the securities depository and clearing house, and record the names of shareholders and the number of voting shares held by them. If the regulatory rules of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.

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

Article 67 During a general meeting, all the directors and supervisors of the Company and secretary to the board of directors shall be present at the meeting. The president and other senior management shall also attend the meeting.

Article 6882 ~~General meetings shall be convened by the board of directors and the~~ The chairman of the board of directors shall preside over the general meeting. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the chairman of the meeting.

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

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

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

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

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

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

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

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

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

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

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

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

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

~~Pursuant to the applicable laws and regulations or the Listing Rules of the Stock Exchange and the Listing Rules of SSE, whereas any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.~~

~~**Article 84** When the board of supervisors or shareholders decides to convene a shareholders' meeting by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the stock exchange.~~

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

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

~~**Article 85** When a shareholders' meeting is convened by the board of supervisors or by the shareholders, the board of directors and the secretary to the board of directors should assist. The board of directors should provide the register of shareholders on the date of registration of shareholding.~~

~~**Article 86** Voting at general meetings shall be conducted by show of hands, unless the following persons require voting by poll before or after voting by show of hands:~~

~~(I) Chairman of the meeting;~~

~~(II) At least two shareholders with voting rights or their proxies;~~

~~(III) One or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote, individually or jointly, at the meeting.~~

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

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

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

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

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

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

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

~~(II) The board of directors, the board of supervisors and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s);~~

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

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

~~(V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting.~~

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

~~When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory authorities of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately form that of the non-independent directors.~~

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

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

~~**Article 90** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.~~

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

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

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

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

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

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

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

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

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

Article 75 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension

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

(V) The Company's annual report;

(V)~~(VI)~~ Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, the Listing Rules ~~of the stock exchange where the shares of the Company are listed~~ or the Articles of Association.

Article 78~~93~~ The following matters shall be approved by special resolutions at a general meeting:

(I) Increase or reduction in registered~~share~~ capital of the Company ~~and the issue of shares of any class, warrants and other similar securities~~;

~~(II) Issue of bonds of the Company;~~

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

~~(IV)~~(III) Revision of the Articles of Association;

~~(V) Examination and review and implementation of the equity incentive plan;~~

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

(V) The equity incentive plans;

~~(VII)~~(VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the Listing Rules ~~and provisions of the local securities regulatory authority at the place where the Company's share are listed~~ or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.

Article 79 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

When material issues affecting the interests of small and medium-sized investors are being considered at the shareholders' meeting, the votes on small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.

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

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

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

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

Article 8094 When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the shareholders' general meeting shall be made to fully disclose the way of voting of unrelated shareholders.

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

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

Article 81 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 82 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:

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

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

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

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

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

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

When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately form that of the non-independent directors.

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

Article 83 Save as those under the cumulative voting system, the shareholders' meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the shareholders' meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the shareholders' meeting.

Article 84 When the motions is being considered at the general meeting, no amendment to the motion shall be made, otherwise such amendment shall be considered as a new motion which cannot be voted in the general meeting of this time.

Article 85 When a vote is cast, it may be cast by only one of the following methods, in person, online or by other voting means. If one vote is cast by more than one method, the first vote shall prevail.

Article 86

~~(III) the number of shareholders (including the holders of domestic shares and the holders of overseas listed foreign shares) and proxies, the total number of shares carrying voting rights held by them and the percentage to the total number of the shares of the Company;~~

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

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

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

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

~~**Article 99** The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the convener or his/her representative and the chairperson shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.~~

~~**Article 100** The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the listing rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.~~

~~**Article 101** Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges.~~

Article 88~~102~~ The on-the-spot General Meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results.

All parties involved in the voting on the spot, online or by any other means at the General Meeting, including the Company, vote counters, scrutineers, major shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.

Article 89 Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

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

Article 90 In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

Article 91~~103~~ Resolutions passed at the meeting shall be immediately announced in accordance with the listing rules of the stock exchange where the Company's shares are publicly traded. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of A Shareholders and H Shareholders ~~domestic shareholders and foreign shareholders~~ shall be kept on an individual basis, and announced accordingly.

Article 92~~104~~ Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 93~~105~~ Where a proposal on election of directors or supervisors is passed at the general meeting, the term of office of a new director or supervisor shall commence on the date on which resolutions of the shareholders' general meeting are approved, unless otherwise provided in the resolution of the general meeting.

Article 94~~106~~ Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

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

~~**Article 107** Holders of different classes of shares are class shareholders.~~

~~Class shareholders shall enjoy the rights and fulfill the obligations pursuant to the laws, administrative regulations and the Articles of Association.~~

~~If the share capital of the Company includes shares without voting rights, then the said shares shall be specified as "non-voting shares".~~

~~If the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be specified as "restricted voting" shares or "limited voting" shares.~~

~~**Article 108** Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders' general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Articles 110 to 114 stipulated in the Articles of Association.~~

~~Article 109 Under the following circumstances, the rights of a class shareholder shall be deemed to have been varied or abrogated:~~

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

~~(II) To effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange of all or part of the shares of another class into shares of such class or to grant the right to make the said change;~~

~~(III) To cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of the said class;~~

~~(IV) To reduce or cancel rights attached to the shares of the said class to preferentially receive dividends or to receive distributions of assets in a liquidation of the Company;~~

~~(V) To add, cancel or reduce share conversion rights, options, voting rights, transfer rights, preemptive placing rights, or rights to acquire securities of the Company attached to the shares of the said class;~~

~~(VI) To cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of the said class;~~

~~(VII) To create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of the said class;~~

~~(VIII) To restrict the transfer or ownership of the shares of the said class or to impose additional restrictions;~~

~~(IX) To issue rights to subscribe for, or to convert into, shares of the said class or another class;~~

~~(X) To increase the rights and privileges of the shares of another class;~~

~~(XI) To restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;~~

~~(XII) To vary or abrogate provisions in this chapter.~~

~~**Article 110** The class shareholders so affected, whether or not otherwise entitled to vote at a general meeting, shall nevertheless be entitled to vote at any class meetings with respect to matters set forth in (II) to (VIII), (XI) to (XII) of Article 109, but interested shareholder(s) shall not be entitled to vote in class meetings.~~

~~The meaning of "interested shareholder" in the preceding paragraph is:~~

~~(I) in the case of a repurchase of shares by offers to all shareholders pro rata according to Article 28 under the Articles of Association or public dealing on a stock exchange, a "controlling shareholder" within the meaning of Article 61 stipulated in the Articles of Association;~~

~~(II) in the case of a repurchase of shares by an off-market contract according to Article 28 provided~~

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

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

Chapter ~~5~~10 Board of Directors

Section 1 Directors

~~**Article 115** The Company shall establish a board of directors, which comprises eight directors, including three independent directors, and shall have one chairman and one vice chairman.~~

~~The members of the board of directors shall consist with at least three independent directors. Independent directors must make up at least one-third of the board of directors and shall at least have one accounting professional (having senior title or registered accountant qualification). The independent directors shall perform their duties independently and shall not be under the control of major shareholders and de facto controllers nor under the influence of the Company, its major shareholders, de facto controllers and any interested units or individuals. The independent directors shall faithfully perform their duties, protect the Company's interests, and shall especially pay attention that the lawful rights and interests of the public shareholders are not prejudiced.~~

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

Article 95 Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances:

(I) Being without civil capacity or with only limited civil capacity;

(II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market and five years have not elapsed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and five years have not elapsed since the completion date of the execution of the penalty;

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

(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and three years have not elapsed since the date of the revocation of the business license thereof;

(V) He has a relatively large amount of debt which is due but has not been paid;

(VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective; and

(VII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the Listing Rules.

The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove a director if any of the circumstances stated in this Article applies during his term of office.

Article ~~96~~116 Directors shall be elected and changed by the shareholders at general meetings and can be removed from office before the end of term of office. The directors shall serve a term of three years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and the regulatory rules of the place where the shares of the Company are listed. ~~for a term of three years, which is renewable upon re-election. The re-election term of independent directors shall not exceed six years.~~

The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the provisions of the Articles of Association until a new director is elected and assumes office.

A director's post may be assumed by president or other senior management members. But the total number of the directors who also serve as president or other senior management members and the directors as staff representative (if any), shall not exceed one half of the total number of directors.

Article 97 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows:

(I) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company;

(II) not to misappropriate the funds of the Company;

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

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

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

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

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

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

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

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

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

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

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

(II) shall treat all shareholders fairly;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 2 The Board of Directors

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

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

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

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

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

(II) To implement resolutions of general meetings;

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

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

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

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

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

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

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

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

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

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

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

~~(XII)~~(XIV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;

~~(XIII) To decide on the structure of the special committees of the board of directors and to recruit and dismiss the person-in-charge of the committees;~~

~~(XIV) To propose the candidates of independent directors to the general meeting and suggest removal and replacement of independent directors;~~

(XV) To suggest appointment~~, renewal~~ or ~~dismissal~~replacement of the accounting firm responsible for the auditing of the Company to the general meeting;

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

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

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

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

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

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

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

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

~~(XXIV)~~(XVIII) Other ~~matters conferred~~power as prescribed by the laws, administrative regulations, departmental rules ~~and the regulations~~, ~~of the~~ the Listing Rules, ~~or~~ the Articles of Association and the general meeting.

Matters exceeding the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.

~~The board of directors may resolve on the issues specified in the preceding paragraph by approval of more than half of the directors save for the issues specified in (VI), (VII) and (XI), and the regulations of the Listing Rule, of which approval of more than two-thirds of the directors is required.~~

~~If the uninterested directors who attend the meeting are less than three, the board of directors shall timely submit the relevant proposals to the shareholders' meeting for approval. The board of directors shall state the relevant situation of approval of such proposal when submitting and recording the opinion of the uninterested directors.~~

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

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

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

~~**Article 122** The Company shall establish the working system of independent directors. The secretary to the board of directors shall actively cooperate with the independent directors to perform his duties. The Company should guarantee that the independent directors shall enjoy the same right of information; provide relevant materials and information to the independent directors in a timely manner; regularly report the Company's business operation to the independent directors and organize on-site inspection for them when necessary.~~

~~**Article 123** The independent directors shall also exercise the following special powers in addition to the functions and power as prescribed in the Company Law, other relevant laws, administrative regulations and as granted in the Articles of Association.~~

~~(I) All major related party transaction (as determined in accordance with the effective rules issued by the stock exchange where the Company's shares are listed from time to time) subject to approval by the board of directors or general meeting shall be submitted to the board of directors for discussion after approval by the independent directors. When the board of directors makes any resolution on the Company's related party transactions, such resolution shall enter into force upon signature by the independent directors. Prior to making judgment by the independent directors, an intermediary institution shall be appointed to issue independent financial consultant report as the basis for judgment;~~

~~(II) To propose appointment or dismissal of the accounting firm to the board of directors;~~

~~(III) To submit an application to the board of directors for holding an extraordinary general meeting;~~

~~(IV) To propose the convening of meeting of the board of directors;~~

~~(V) To publicly solicit proxies from shareholders before general meetings;~~

~~(VI) To independently retain external auditing and consulting institutions to audit or to be advised on specific matters concerning the Company.~~

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

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

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

~~(I) To nominate, appoint or remove directors;~~

~~(II) To appoint or dismiss senior management;~~

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

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

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

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

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

~~(1) Consent;~~

~~(2) Reservation and reasons thereof;~~

~~(3) Objection and reasons thereof;~~

~~(4) Inability to make comments and reasons thereof.~~

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

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

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

~~The effectiveness of the Company's disposal of the fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 1 herein.~~

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

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

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

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

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

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

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

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

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

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

Article 113 The vice chairman shall assist the chairman's work, if the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the vice chairman is unable or fails to perform his duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.

Article 114~~127~~ Regular meetings of the board of directors shall be held at least four times a year at approximately quarterly intervals and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given to all directors and supervisors at least 14 days in advance. If there are special provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.~~It is expected that each regular meeting of the board of directors shall have a majority of directors who are entitled to attend the meeting attending in person, or participate actively through electronic communication methods.~~

~~An extraordinary meeting of the board of directors may be held within five days after receipt of the proposal, if it is:~~

~~(I) Proposed by shareholders representing more than 10% of the voting rights;~~

~~(II) Jointly proposed by more than one-third of the directors;~~

~~(III) Deemed necessary by the chairman of the board of directors;~~

~~(IV) Jointly proposed by more than two independent directors;~~

~~(V) Proposed by the board of supervisors;~~

~~(VI) Proposed by the president.~~

~~A reasonable notice shall be given when the board of directors convenes other meetings of the board of directors.~~

Article 115 Shareholders representing more than 10% of the voting rights and more than one-third of the directors and supervisors may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within ten days after receipt of the proposal,

Article 116~~128~~ The notice of the convening of the extraordinary meeting by the board of directors may be delivered by special carrier, fax, mail or e-mail; The time limit for giving notice to all directors and supervisors is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors. ~~The board of directors shall send notice of regular or extraordinary meeting by:~~

~~Notice of regular meeting of the board of directors shall be given at least 14 days in advance and that of an extraordinary meeting shall be given at least five days in advance to all directors, supervisors and president. The office of the board of directors is responsible for issuance of the written notice of meeting bearing with the seal of the office to all directors, supervisors and president by hand, via, fax, email or other modes. All notices sent other than by hand shall be confirmed by telephone and the corresponding records shall be kept.~~

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

Article 121~~130~~ Directors shall attend meetings of the board of directors in person. In the event that a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The authorization letter shall contain the name of the proxy, the matters entrusted, scope of authorization and validity period, and shall bear the signature or seal of the appointor.~~The power of attorney shall set out the scope of the authorization.~~ The director attending the meeting as proxy shall exercise rights within the scope of authorization. Where a director is not present at a meeting of the board of directors and fails to authorize a proxy to act on his behalf, the said director shall be deemed to have waived his rights to vote at the meeting.

~~**Article 131** Unless under the exceptional circumstances specified in laws and regulations and in respect of the following matters, a director shall not vote on any resolution of the board of directors which approves any contract, transaction or arrangement or any other relevant proposals where he or his close associates (as defined in the Listing Rules of the Stock Exchange) own a material interest; and shall not be included for determining whether there is a quorum for the meeting:~~

~~(I) For directors or their close associates (as defined in the Listing Rules of the Stock Exchange) lending money to the Company or any of its subsidiaries or Directors or their close associates, or inducing or assuming obligation under the requirements of the Company or any of its subsidiaries or for their benefit, the provision of any mortgage or indemnity guarantee for such director or his close associates;~~

~~(II) For the Company or any of its subsidiaries providing any mortgage or indemnity guarantee for third party in respect of the debts or obligations; the directors or their close associates providing a mortgage according to an assurance or indemnity guarantee or warranty, having assumed all or part of such debt or obligation (whether alone or jointly);~~

~~(III) For any related proposals of offer made by others or the Company for subscription or procurement of shares, bonds or other securities of the Company or other company (initiated and established by the Company or the Company has interests therein), the directors or their close associates having or will have rights and interests by participating in the underwriting or sub-underwriting of offer;~~

~~(IV) Any proposals or arrangements related to employee benefits of the Company or any of its subsidiaries, including:~~

~~(1) Adoption, revision or implementation of employee share scheme or any share awards or stock option plan, from which any directors or their close associates can benefit; or~~

~~(2) Adoption, revision or implementation of pension plan, retirement plan, and death or disability benefit plan related to the directors, their close associates and employees of the Company or any of its subsidiaries and generally the directors (or their close associates) and persons concerned with the plan or fund are not granted any special privileges or benefit; or~~

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

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

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

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

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

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

(III) agenda of the meeting;

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

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

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

~~Chapter 11 Secretary to the Board of Directors~~

~~**Article 133** The Company shall have a secretary to the board of directors of directors, who is a senior executive of the Company and shall be accountable to the Company and its board of directors.~~

~~**Article 134** The secretary to the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. The major duties of the secretary shall be:~~

~~(I) To ensure that the Company has complete organization documents and records;~~

~~(II) To ensure the lawful preparation and submission by the Company of reports and documents as required by relevant authorities;~~

~~(III) To ensure that the shareholders' register of the Company is properly maintained and that the persons who have the right of access to the relevant documents and records of the Company can obtain the same in due time.~~

~~**Article 135** A director or other senior management of the Company may serve concurrently as secretary to the board of directors. Any accountant of the accounting firm engaged by the Company shall not act in the capacity of the secretary to the board of directors.~~

~~In the event a director also acts in the capacity of the secretary to the board of directors, where any act requires to be made by the director and the secretary to the board of directors separately, such director who also acts in the capacity of the secretary to the board of directors shall not make such actions in both capacities.~~

Chapter 6~~12~~ President and Other Senior Managementof ~~the Company~~

Article 124~~136~~ The Company shall have one president, who shall be nominated by the ~~directors~~ chairman and appointed and dismissed by the board of directors. The Company shall have four deputy presidents, including an executive deputy president. The deputy presidents shall be appointed or dismissed by the board of directors after being nominated by the president.

President, deputy president, chief financial officer and secretary to the board of directors are senior management of the Company.

Article 125 Article 95 of the Articles of Association on the circumstances under which a person shall not be a director shall also apply to the senior management.

Article 97 of the Articles of Association regarding the duty of loyalty of directors and Article 98(IV), (V) and (VI) regarding the duty of diligence shall also apply to the senior management.

Article 126 No person of the Company who assumes administrative duties other than as a director and supervisor in the operation of the controlling shareholder of the Company may undertake the role of a senior management in the Company.

Senior management of the Company shall receive remuneration from the Company only and shall not be paid by the controlling shareholder.

Article 127 Each term of office of the president shall be three years and may be extended if he/she is re-appointed.

Article 128~~137~~ The president ~~of the Company~~ shall be accountable to the board of directors and exercise the following functions and powers:

(I) To manage the production and business operations of the Company and arrange for the implementation of the resolutions of the board of directors, and report to the board of directors;

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

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

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

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

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

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

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

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

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

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

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

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

~~**Article 138** The president shall be present at meetings of the board of directors, senior management who are not directors shall also be present at meetings of the board of directors and shall have the right to receive the meeting notice and relevant documents; but they have no right to vote at the meetings of the board of directors.~~

Article 129 The president shall formulate the working rules of the president, which shall be implemented after being approved by the board of directors.

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

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

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

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

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

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

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

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

The secretary to the board shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, regulatory rules in the place where the Company's shares are listed and the Articles of Association.

Article 134 The senior management shall be liable for any losses caused to the Company by their breach of any law, administrative regulations, department rules or the Articles of Association in performing their duties on behalf of the Company.

Article 135 Senior management of the Company should faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior management of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.

~~**Article 139** In exercising his functions and powers, the president of the Company shall fulfill the obligation of honesty and diligence in accordance with the laws, administrative regulations and the Articles of Association and shall not change the resolutions made by the shareholder meeting and the board of directors or act beyond the scope of authorization.~~

Chapter 7~~13~~ Board of Supervisors

Section 1 Supervisors

~~**Article 140** The Company shall have the board of supervisors.~~

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

~~The chairman shall be appointed or removed by votes of more than two-thirds of the members of the board of supervisors.~~

~~**Article 142** The members of the board of supervisors shall comprise three shareholder representatives and two employee representatives. The shareholder representatives shall be elected and removed by the shareholders' meeting; and the employee representatives shall be elected and removed by the employees of the Company democratically.~~

Article 136~~143~~ The circumstances of disqualification for directors prescribed in Article 95 of the Articles of Association shall also be applicable to supervisors. A director, the president~~, the secretary to the board of directors, chief financial officer~~ and other senior management shall not serve as supervisors concurrently.

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

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

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

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

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

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

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

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

Section 2 Board of Supervisors

Article 144 The Company shall have a board of supervisors. The board of supervisors shall consist of five supervisors, two of which are Employee's Representative Supervisors elected by the staff and workers of the Company through congress of staff and workers, three of which are Shareholders' Representative Supervisors elected by the general meeting of the Company. The board of supervisors shall have one chairman, who shall be elected by more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meeting of board of supervisors; and where the chairman of the board of supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.

Article 145~~144~~ the board of supervisors ~~shall be accountable to the general meeting and~~ shall exercise the following powers ~~according to the laws~~:

(I) To examine the periodic reports of the company prepared by the board of directors and produce written examination opinions thereon;

(II) To review the financial operations of the Company;

(III) To supervise the performance of directors, ~~president and other~~and senior management of their duties to the Company, and propose dismissal of directors and senior management who have violated the laws, administrative regulations, the Articles of Association or the resolutions of general meetings;

(IV) To demand redress from the Company's directors, president and senior management should their acts be deemed harmful to the Company's interests;

(V) To propose the convening of extraordinary general meetings and, in case the board of directors does not perform the obligations to convene and preside over the general meetings;

(VI) To propose motions to the general meeting;

(VII) To sue directors or senior management in accordance with the Company Law; ~~To propose the convening of extraordinary meeting of the board of directors;~~

~~(VIII) To coordinate with directors and senior management on behalf of the Company or bring legal proceedings against the Company's directors and senior management;~~

~~(IX)~~(VIII) To conduct investigation if there are any unusual circumstances in the Company's operations, and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expense of the Company;

~~(X)~~(IX) Other functions and powers specified in the Articles of Association.

~~The supervisors may attend meetings of the board of directors and make inquiries or suggestions in relation to the resolutions of meetings of the board of directors.~~

~~**Article 145** The supervisors shall ensure that the information disclosed shall be true, accurate and~~

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

(1) date, venue, and duration of the meeting;

(2) reasons and issues of discussion;

(3) date of issuance of the notice.

~~**Article 148** All reasonable fees incurred for retaining of such professionals as lawyers, registered accountants or practicing auditors by the board of supervisors in the exercise of its functions and powers shall be borne by the Company.~~

~~**Article 149** Supervisors shall honestly fulfill the supervisory duty in accordance with the laws, administrative regulations and the Articles of Association.~~

~~Chapter 14 Qualifications and Duties of Directors, Supervisors, President and Other Senior Management of the Company~~

~~**Article 150** A person may not serve as a director, supervisor, president and other senior management of the Company if any of the following circumstances apply:~~

~~(I) a person without legal or with restricted legal capacity;~~

~~(II) a person who has been found guilty of sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order where less than a term of 5 years have elapsed since the sentence was served; or a person who has been deprived of his political rights, in each case where less than 5 years have elapsed since the sentence was served;~~

~~(III) a person who is a former director, factory manager or general manager of a company or enterprise which has been entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;~~

~~(IV) a person who is a former legal representative of a company or enterprise which had its business licence revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business licence;~~

~~(V) a person who has a relatively large amount of debts due and outstanding;~~

~~(VI) a person who is under criminal investigation by judicial organization for the violation of the criminal law which is not yet concluded;~~

~~(VII) a person who is not a natural person;~~

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

~~(VI) Not to seek personal gains by using the property of the Company in any form without the informed consent of shareholders at a general meeting;~~

~~(VII) Not to exploit their positions and powers to accept bribes or other unlawful income, and not to expropriate the Company's property in any form, including (but not limited to) opportunity favorable to the Company;~~

~~(VIII) Not to accept commissions in connection with the Company's transactions without the informed consent of shareholders at a general meeting;~~

~~(IX) To observe the Articles of Association, fulfill duties honestly, protect the interests of the Company, and not to seek personal gains by using their positions and powers in the Company;~~

~~(X) Not to compete with the Company in any form without the informed consent of shareholders at a general meeting;~~

~~(XI) Not to embezzle the funds of the Company or lend the same to others, not to deposit the Company's assets in accounts in his own name or in any other name, and not to use the Company's assets as security for the personal debts of the shareholders of the Company or others;~~

~~(XII) Not to disclose any confidential information related to the Company acquired by them during their term of office without the informed consent of shareholders at a general meeting; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other government authorities in the following circumstances:~~

~~1. Required by law;~~

~~2. Public interest so warrants;~~

~~3. The interests of the relevant directors, supervisors, the president and other senior management so require.~~

~~Gains derived by any director, president, vice president and other senior management in violation of this Article shall be belong to the Company; the relevant executive shall indemnify the Company for its losses caused by such violation.~~

~~**Article 156** Directors, supervisors, president and other senior management of the Company shall not cause the following persons or institutions ("connected persons") to do anything that the directors, supervisors, president and other senior management is prohibited to do:~~

~~(I) Spouses or minor children of directors, supervisors, president and other senior management of the Company;~~

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

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

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

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

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

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

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

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

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

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

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

~~**Article 161** The Company shall not pay taxes in any form for its directors, supervisors, president and other senior management.~~

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

~~The preceding paragraph does not apply to the following circumstances:~~

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

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

~~(III) If the normal business scope of the Company includes provision of loan and loan guarantee, the Company may provide loan and loan guarantee to relevant directors, supervisors, president and other senior management and their connected persons, but the conditions for providing loan or loan guarantee shall be normal commercial conditions.~~

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

~~**Article 164** A loan guarantee provided by the Company in violation of Paragraph 1 of Article 162 shall not be enforceable except in the following circumstances:~~

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

~~(II) The collateral provided by the Company has been sold by the lender lawfully to a bona fide purchaser.~~

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

~~**Article 166** If the directors, supervisors, president or other senior management fail to fulfill the obligations to the Company, the Company shall have the right to take the following actions in addition to the rights and remedial measures under the relevant laws and administrative regulations:~~

~~(I) Require the relevant directors, supervisors, president or other senior management to compensate the Company for the losses arising from their neglect of duty;~~

~~(II) Cancel the contracts or transactions concluded between the Company and the relevant directors, supervisors, president or other senior management, or between the Company and a third party (if the third party knows or is supposed to know that the directors, supervisors, president or other senior management representing the Company have breached their obligations to the Company);~~

~~(III) Require the relevant directors, supervisors, president or other senior management to surrender gains derived as a result of the breach of obligations;~~

~~(IV) Recover monies, including (but not limited to) commissions, received by the relevant directors, supervisors, president or other senior management which should have been received by the~~

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

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

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

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

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

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

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

Section 1 Financial Accounting System

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

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

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

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

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

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

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

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

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

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

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

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

Article 152~~176~~ The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in an account maintained in the name of any individual.

Article 153~~177~~ When the Company distributes its after-tax profits of the current year, it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation may be stopped when the statutory common reserve fund of the Company has accumulated to over 50% of the registered capital of the Company.

If the statutory common reserve fund is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up for the said losses before any statutory common reserve fund is withdrawn as per the preceding paragraph.

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

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

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

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

(IV) The Company distributes its distributable profits (being the after-tax profit after the Company makes up the loss and withdraws the common reserve funds) on an annual basis. According to the profitability, the Company may distribute interim cash dividend which does not need to be audited.

(V) The Company should actively distribute the profit in cash. The profit distributed in form of

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

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

(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution may be adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders.

(VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit and the usages of the profits not distributed and retained by the Company. The independent directors shall give independent opinions on this.

(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy.

(IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's board of directors and the board of supervisors before submitting to the shareholders' general meeting for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The independent director shall give specific opinions on this. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at its general meetings.

(X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken.

~~**Article 182** The cash dividends and other amounts paid by the Company to its shareholders of domestic shares shall be distributed in form of Renminbi. The cash dividends and other amounts paid by the Company to its shareholders of overseas-listed foreign shares shall be calculated and declared in Renminbi and paid in foreign currency. All foreign currency required shall be handled in accordance with the relevant provisions of the foreign exchange administration of the PRC.~~

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

~~**Article 183** The dividends shall be distributed to shareholders by the Company in accordance with the tax laws of the PRC. The tax payable of income from shareholder's dividends shall be withheld subject to the distributed amount.~~

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

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

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

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

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

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

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

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

Section 2 Internal Auditing

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

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

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

Article 159~~185~~ ~~The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the State to audit the annual financial reports and other financial reports of the Company. For the purpose of this Articles of Association, the certified public accountants entrusted by the Company at any time shall act as the accountant.~~ The Company engage an accounting firm in accordance with the Securities Law to audit its accounting statements, verify its net assets and provide other relevant consultancy services. The accounting firm so appointed shall hold office for one year and can be reappointed.

~~The Company's first accounting firm shall be appointed at the inaugural meeting prior to the first annual general meeting the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.~~

~~If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.~~

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

~~**Article 187** The accounting firm appointed by the Company shall have the following rights:~~

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

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

~~(III) To be present at general meetings, receive notice of general meeting that any shareholder has the right to receive or other information relating to general meetings, and deliver speeches at any general meeting in relation to the matters concerning its role as the Company's accounting firm.~~

~~**Article 188** In the event of vacancy of accounting firm, the board of directors may appoint an accounting firm to fill the said vacancy before convening of a general meeting. During duration of the said vacancy, if the Company has any incumbent accounting firm, the said accounting firm may continue to act.~~

~~**Article 189** Regardless of the terms in the contract concluded between the accounting firm and the Company, the general meeting may, through an ordinary resolution, dismiss the said accounting firm before expiry of the term thereof. In the event of any rights claimed by the accounting firm against the Company, the said rights shall not be affected.~~

Article 160 The appointment of accounting firms for the Company shall be subject to approval at the general meeting, prior to which the Board shall not appoint any accounting firm.

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

Article 162~~190~~ The auditing fee~~remunerations~~ of the accounting firm ~~or the method for determining the same~~ shall be subject to the decision of the general meeting. ~~The remunerations of the accounting firm appointed by the board of directors shall be determined by the board of directors.~~

~~**Article 191** Appointment, dismissal or non-reappointment of accounting firm by the Company shall be subject to decision at the general meeting and shall be filed with the securities regulatory authority under the State Council.~~

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

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

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

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

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

~~(III) If the Company fails to send out the statement of the accounting firm as per (II) herein, the relevant accounting firm may require that the said statement be read at the general meeting and may further lodge a complaint.~~

~~(IV) The accounting firm about to terminate service have the right to attend the following meetings:~~

~~1. The general meeting at which their term of appointment expires;~~

~~2. The general meeting for filling vacancy because of their termination of service;~~

~~3. The general meeting held because of their resignation.~~

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

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

Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has anything inappropriate.~~An accounting firm may resign by placing a written notice of resignation at the legal address of the Company. The said notice shall take effect on the date of delivery to the legal address of the Company or on a later date specified in the notice. The said notice shall include the following statements:~~

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

~~2. A statement of any such information to be disclosed.~~

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

~~If the notice of resignation of an accounting firm contains the statement mentioned in the paragraphs herein, the accounting firm may require the board of directors to convene an extraordinary general meeting to receive an explanation about its resignation.~~

Chapter 9 Notices and Announcements

Section 1 Notices

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

(I) by hand;

(II) by mail;

(III) by fax or email;

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

(V) By newspaper and other designated media;

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

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

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

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

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

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

Article 169 The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of A shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.

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

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

Section 2 Announcements

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

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

Section 1 Merger, Division, Increase and Decrease of Capital

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

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

Article 172~~194~~ Merger of the Company may be in ~~two~~ forms: merger by absorption and merger by consolidation.

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

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

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

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

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

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

Article 176 The companies after division shall bear joint liability for the debts of the Company before division. However, if before the division the Company and its creditors have entered into a written contract concerning the repayment of debts, then the former provision does not apply.

Article 177 In the event of a reduction in registered capital, the Company shall prepare a balance sheet and a list of assets.

The Company shall notify its creditors within ten days from the date of the resolution of the Company on the reduction of registered capital and shall publish a public notice in the newspaper(s) within 30 days from the date of the resolution of the Company on the reduction of registered capital. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s).

The reduced registered capital of the Company will not fall below the statutory minimum amount.

Article 178~~196~~ Change to registered particulars arising from a merger or division of the Company shall be registered with the company registration authority according to law. If the Company is dissolved, a cancellation of its registration shall be effected according to law. If a new company is established, registration of such establishment shall be established and registered according to law.

Any increase or decrease in the registered capital of the Company shall be registered with the company registration authorities in accordance with the laws.

Section 2~~Chapter 18~~ Dissolution and Liquidation ~~of the Company~~

Article 179~~197~~ The Company is~~shall be~~ dissolved ~~and liquidated according to law~~ in ~~any of~~ the following circumstances:

(I) Expiration of business term as prescribed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs;

(II) The general meeting has resolved to dissolve the Company;

(III) Merger or division of the Company entails dissolution;

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

~~(V) The business license is cancelled, or the Company is ordered to close down or to be dissolved according to laws due the violation of laws and administrative regulations;~~

~~(VI)~~(V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.

Article 180~~198~~ If there is any circumstance as stated in paragraph (I) of Article 17997 of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association.

If this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.

Article 181~~199~~ Where the Company dissolves pursuant to (I), (II), (IV) and (V~~I~~) of Article 1799~~7~~ of this Articles of Association, a liquidation committee shall be set up within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group.

~~If the Company is dissolved pursuant to (IV) of Article 197 of this Articles of Association, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by the people's court in accordance with relevant laws to carry out the liquidation.~~

~~**Article 200** If the board of directors decides to liquidate the Company (save for liquidation when the Company is declared bankrupt), the notice of general meeting to be held therefor shall contain a statement that the board of directors has made a thorough investigation on the conditions of the Company and that the Company may repay all its debts within 12 months after commencement of liquidation.~~

~~After the resolution on liquidation is adopted at the general meeting, the functions and powers of the board of directors shall terminate immediately.~~

~~The liquidation committee shall, as per the instructions of the general meeting, report to the general meeting at least once a year about the revenues and expenses of the liquidation committee, the businesses of the Company and the progress of liquidation, and deliver a final report to the general meeting at the end of liquidation.~~

~~**Article 201** The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements in newspapers within 60 days. The creditors shall declare their creditor's rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors have not received the notice.~~

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

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

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

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

(II) To inform creditors by notice and~~or~~ announcement;

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

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

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

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

(VII) To represent the Company in civil proceedings.

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

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

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

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

The assets of the Company ~~shall be applied in the following order of priority~~:

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

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

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

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

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

Article 186~~205~~ After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from the general meeting or the people's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company. ~~and income and expenditure statements and account books in respect of the liquidation period and, after auditing by a Chinese certified public accountant, shall submit the same to the general meeting or the relevant competent authority for confirmation.~~

~~The liquidation committee shall, within 30 days after obtaining confirmation from the general meeting or the relevant competent authority, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company.~~

Article 187~~206~~ Members of the liquidation committee should be loyal to their duties and perform liquidation duties according to the law.

Members of the liquidation shall not take advantage of his position to receive bribes or other illegal income and shall not embezzle the Company's assets.

If a member of the liquidation committee causes losses to the Company or creditors, deliberately or due to gross negligence, he shall be liable for compensation.

Article 188~~207~~ When the Company is declared bankrupt according to the law, the bankruptcy liquidation will be handled according to the relevant law on enterprise bankruptcy.

Chapter 111~~9~~ ~~Procedures for~~ Amendment of the Articles of Association

~~**Article 208** The Company may amend the Articles of Association pursuant to the laws, administrative regulations, Listing Rules and the Articles of Association.~~

Article 189~~209~~ The Company shall amend the Articles of Association, if:

(I) The matters as prescribed in the Articles of Association conflict with the amended laws and administrative regulations after amendment of the Company Law or the relevant laws and administrative regulations;

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

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

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

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

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

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

~~The board of directors shall amend the Articles of Association in accordance with the resolution with respect to the amendment of the Articles of Association passed at the shareholder's meeting and the approval opinions issued by the competent authority concerned.~~

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

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

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

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

(2) the board of directors may change the wordings or order of articles of these Articles of Association in accordance with the requirements raised by the competent authorities during their review of the draft of the Articles of Association passed by the general meeting.

Article 192~~212~~ Where the amendments to the Articles of Association involve matters requiring disclosure by laws and regulations, the amendments shall be announced in accordance with regulations.

~~**Chapter 20 Notices**~~

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

~~(I) By personal delivery;~~

~~(II) By post;~~

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

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

~~(V) By newspaper and other designated media;~~

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

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

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

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

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

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

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

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

~~Chapter 21 Settlement of Disputes~~

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

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

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

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

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

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

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

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

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

Article 197 The appendix to these Articles of Association shall include the Procedural Rules for General Meetings, the Procedural Rules for Meetings of Board of Directors and the Procedural Rules for Meetings of board of supervisors.

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

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

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

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

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

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

Chapter 1 General Provisions

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

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

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

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

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

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

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

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

(II) The unrecovered losses of the Company amount to one third of the total amount of its share capital;

(III) Shareholder(s) holding more than 10% (inclusive) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;

(IV) The Board deems necessary;

(V) The Supervisory Committee proposes to convene such meeting;

(VI) Other circumstances stipulated by laws, administrative regulations, departmental rules, Listing Rules or the Articles of Association~~, Hong Kong Listing Rules or Listing Rules of SSE occur~~.

The calculation of the proportion of the shares in the preceding paragraph (three) shall be calculated as the date on which the shareholder(s) submit(s) a written request.

Companies cannot be convened the general meeting of shareholders within the time mentioned above, which shall be reported to the local China Securities Regulatory Commission (hereinafter referred to as the China Securities Regulatory Commission (CSRC)) dispatched institutions and securities exchange, and the company should give the reasons and make an announcement in respect thereof. If there are otherwise provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.

Article 5 In convening a general meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following issues:

(I) Whether the convening and convening procedure of the meeting comply with laws, administrative regulations and the Articles of Association;

(II) Whether the attendees and convener of the meeting are eligible;

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

(IV) Legal opinions on other relevant matters upon request by the Company.

Chapter 2 Convening of General Meetings

Article 6 The board of directors shall convene the general meeting of shareholders on time in accordance with ~~the relevant requirements of~~ the A~~a~~rticles of A~~a~~ssociation and the provisions of the Rules~~, Hong Kong Listing Rules and Listing Rules of SSE~~.

Article 7 An extraordinary general meeting may be convened upon proposal by independent directors

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

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

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

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

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

Chapter 3 Proposals and Notice of General Meetings

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

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

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

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

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

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

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

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

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

(I) The time, venue and duration of the meeting;

(II) Matters and proposals that shall be submitted to the meeting for consideration;

(III) Contains a clear statement that all ordinary shareholders(including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;

(IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;

(V) The names and telephone numbers of the standing contact persons for the meeting;

(VI) The time and procedure for voting online or through other means.

Notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose the specific content of all the proposals, and all the information or explanations required to make reasonable judgments on the matters to be discussed. The independent directors need to pass comment on the matters to be discussed, so the opinions of the independent directors should also be disclosed at the same time when the shareholders' general meeting notice or supplementary notice be issued.

Article 17 If the election of directors or supervisors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the director or supervisor candidates ~~in accord with Hong Kong Listing Rules and Listing Rules of SSE~~, which information shall at least include:

(I) Personal particulars, including educational background, work experiences, and concurrent positions;

(II) Whether one has any related connection with the ~~listed~~ company, its controlling shareholders and effective controllers;

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

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

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

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

~~**Article 18**~~

~~The notice of general meeting shall:~~

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

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

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

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

~~(V) Disclose the nature and extent of the interest where any director, supervisor, president or other~~

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

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

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

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

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

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

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

Chapter 4 Convening of General Meetings

~~**Article 21** When the Company issues notice of shareholders' general meeting in the manner required by the relevant stock exchanges or regulatory authorities of the place where the shares are listed, People who have rights to be notified but have not received or been notified a notice of the meeting by accident, the meeting and the decision will not be invalid because of this.~~

~~**Article 22**~~ **Article 20** The place where the Company convenes a general meeting shall be the domicile of the Company or ~~the site which the convener of a general meeting determined~~ the venue explicitly notified in the notice of the general meeting by the convener of a general meeting in accordance with the principle of facilitating the Shareholders' participation in the general meeting.

The general meeting shall set a venue and be held in the form of on-site meeting, and it shall be also in accordance with the provisions of laws, administrative regulations, and the China Securities Regulatory Commission or the articles of association, and the company will provide a convenience for the shareholders to participate in the general meeting under a safe, economy, convenient internet network and other ways. Shareholders who attend the general meeting in the manner mentioned above, which will be seen as attended.

Article 25 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

(I) the name of the proxy;

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

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

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

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

Article 26 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.

Article 27 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.

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

Article 28 If the relevant documents above submitted by the attendants are under any of the following circumstances, the qualification for attending the meeting shall be deemed to be invalid:

(1) The identification information submitted by the principal or attendants by proxy is false or unidentifiable;

(2) The sample of the power of attorney registered by fax is obviously inconsistent with the sample of the signed power of attorney submitted when actually attending the meeting

(3) None of principal or proxy has signed the power of attorney , or the signature does not meet the requirements;

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

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

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

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

Article 31 The convener(s) and lawyers engaged by the Company

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

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

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

~~**Article 33**~~ **Article 34** The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. Also, every independent director should give a work report.

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

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

~~In addition to the presider of the meeting should make decisions under the principle of honesty and credit, allowing to make resolutions on purely procedural or administrative matters by a show of hands, On the general meeting, any proposal made by the shareholders must be carried out in the form of voting. "Procedure and administrative matters" includes: (1) not contained in the agenda of the general meeting or any supplementary shareholders of circular; and (2) referred to the presider of the meeting shall maintained the meeting in order and/or permit assembly affairs more properly to process, while let all shareholders have responsibilities of having a reasonable opportunity to express their opinions.~~

Article 37 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the regulatory rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.

Chapter 5 Voting and Resolutions at General Meetings

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

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

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

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

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

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

The board of directors of the company, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC can openly solicit the voting right of the shareholders. The purpose and information of soliciting the voting right of the shareholders should be fully disclosed. Prohibit paying or in any disguised form of compensation to solicit the voting right from the shareholders. Save for statutory conditions, the company shall not limit the minimum shareholding percentage on soliciting the voting right.

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

~~**Article 38**~~ **Article 42** ~~The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.~~When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the shareholders' general meeting shall be made to fully disclose the way of voting of unrelated shareholders.

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

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

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

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

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

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

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

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

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

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

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

When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately form that of the non-independent directors.

~~**Article 39** Resolutions in respect of the election of two or more directors or supervisors shall be passed by way of cumulative voting pursuant to the Articles of Association or resolutions of the general meeting. Listed companies with 30% or more shares owned by a single shareholder and its persons acting in concert shall implement the cumulative voting system.~~

Cumulative voting mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner.

~~**Article 40**~~ **Article 45** Save under the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

~~**Article 41**~~ **Article 46** No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting. ~~General meetings shall not determine matters not published in the notice.~~

~~**Article 42**~~ **Article 47**

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

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

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

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

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

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

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

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

Chapter 6 Minutes of General Meeting and Archives Management

~~**Article 48**~~ **Article 58** Minutes of a general meeting shall be kept by the Secretary of the Board ~~or the company~~. The minutes of the meeting shall specify:

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

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

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

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

(V) details of the inquiries or suggestions of the shareholders, and the corresponding responses or explanations;

(VI) the names of the lawyer, counting officer and monitoring officer;

(VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

Article 59 The convener shall ensure that the contents of the minutes are true, accurate and complete. The ~~attending~~ directors, supervisors, Secretary of the Board ~~or the company~~, convener or representative thereof, and preside shall sign the minutes of the meeting~~, the convener shall ensure the meeting minutes are true, accurate and complete~~. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or by other means shall be kept for 10 years.

~~**Article 49** The convener shall ensure that the general meeting is held continuously until final resolutions have been reached. If the general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary action to resume the general meeting as soon as possible or directly terminate the general meeting and make a responsive announcement. Meanwhile, the convener shall report to authority appointed by CSRC in the location of the Company and the stock exchange. If the listing rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.~~

~~**Article 50** Where a proposal on election of directors or supervisors is passed at the general meeting, the directors elect or supervisors elect shall take office after announcement of the voting result.~~

~~**Article 51** Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.~~

~~**Article 52** If the resolution of the General Meeting is in violation of the laws and administrative regulations, the resolution will be invalid.~~

~~The controlling shareholders and actual controllers of the company shall not restrict or interfere with the small and medium investors in accordance with the law to exercise their right to vote, or damage to the company and the small and medium investors' legitimate rights and interests.~~

~~The procedure of convening the General Meeting and the voting formula are in violation of laws, administrative regulations or articles of association, or the resolution is in violation of the articles of association, the shareholders may after a resolution is made, from within 60 days, request the people's court to revoke.~~

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

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

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

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

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

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

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

~~**Article 56** Where the Company convenes a class meeting, an announcement shall be given or an announcement shall be published at least 21 days before the date of the annual general meeting and at least 15 days before the date of the extraordinary general meeting to notify all the shareholders of the said class in the shareholders' register of the matters to be considered at the meeting, and the date and venue of the meeting. The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.~~

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

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

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

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

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

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

Chapter ~~6~~ 8 Supplementary Provisions

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

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

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

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

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

~~(1) After the modification of the articles of association, the provisions of these rules are inconsistent with the articles of association of the amended;~~

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

~~**Article 62**~~ **Article 65** The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

~~The unsettle affairs of the rules are applicable to the provisions of the relevant laws, regulations, rules and regulatory documents and the articles of association. If the provisions of these rules are inconsistent with relevant laws, regulations, rules, regulations document and the articles of association and Hong Kong Listing Rules or Listing Rules of SSE, the provisions of relevant laws, regulations, rules, regulations document and the articles of association and Hong Kong Listing Rules or Listing Rules of SSE shall prevail.~~

~~**Article 63**~~ **Article 66** These rules shall be subject to interpretation by the Board of the Company as an appendix of Articles of Association.

~~**Article 64**~~ **Article 67** These rules shall come into effect upon deliberation and approval of the general meeting of the Company. ~~Upon the effective day of the rules, the existing rules of the Company will lapse automatically.~~

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

RULES OF PROCEDURE FOR BOARD MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 To regulate the discussion methods and voting procedures of the Board of Flat Glass Group Co., Ltd. ("the Company"), urge the directors and the Board to effectively perform their duties and ensure the regulated operation and scientific decision-making of the Board, these Rules of Procedure are formulated in accordance with the Company Law of the People's Republic of China ("Company Law"), Securities Law of the People's Republic of China ("Securities Law"), Code of Corporate Governance for Listed Companies in China, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Listing Rules), Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as Listing Rules of SSE, together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules") and Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as "Articles of Association") and other relevant provisions.

Article 2 Upon the effective day of this rule, it shall become the legal document regulating the Company Board of directors' organization and activities, and the rights and obligations on the directors.

Chapter 2 Directors

Article 3 Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances:

(I) Being without civil capacity or with only limited civil capacity;

(II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market and five years have not elapsed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and five years have not elapsed since the completion date of the execution of the penalty;

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

(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and three years have not elapsed since the date of the revocation of the business license thereof;

(V) He has a relatively large amount of debt which is due but has not been paid;

(VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective; and

(VII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the Listing Rules.

The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove a director if any of the circumstances stated in this Article applies during his term of office.

Article 4 Directors shall be elected and changed by the shareholders at general meetings and can be removed from office before the end of term of office. The directors shall serve a term of three years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and the regulatory rules of the place where the shares of the Company are listed.

The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the provisions of the Articles of Association until a new director is elected and assumes office.

A director's post may be assumed by president or other senior management members. But the total number of the directors who also serve as president or other senior management members and the directors as staff representative (if any), shall not exceed one half of the total number of directors.

Article 5 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows:

(I) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company;

(II) not to misappropriate the funds of the Company;

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

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

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

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

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

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

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

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

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

Article 6 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they:

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

(II) shall treat all shareholders fairly;

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

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

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

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

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

Article 7 If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.

Article 8 A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days.

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

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

Article 9 When a director's resignation takes effect or when his term of service expires, the director shall complete all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall continue in effect for a period of three years after the effective date of his resignation as a director or after the expiration of his term of office. However, the director's obligation to maintain the confidentiality of the Company's trade secrets shall survive until such secrets enter the public domain instead of being limited to three years.

Article 10 Unless otherwise duly authorized under these Articles of Association or by the board of directors, no director shall act in his personal capacity on behalf of the Company or the board of directors. When a director acts in his personal capacity, but a third party may reasonably believe that the director is acting for the Company or the board of directors, that director shall declare his position and capacity in advance.

Article 11 If a director violates the laws, administrative regulations, departmental regulations, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for compensation.

Article 12 Independent directors shall act in accordance with the relevant provisions of laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Company's work system for independent directors

Chapter 3 Composition and duties of the Board of Directors

Article 13 The Company shall set up a board of directors, which shall be accountable to the general meeting.

Article 14 The board of directors consists of eight directors, including three independent directors.

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

~~**Article 2** Organizational Structure~~

~~The Board shall set a Board Office for handling the daily affairs of the Board.~~

~~The secretary of the Board (same as "the secretary of the company") should handle the daily affairs of the Board and keep the stamps of the board of directors. The board of directors may set up the audit committee, the nomination committee, the remuneration and appraisal committee and the strategic development committee and so on as the working body for the board of directors. The composition, functions and rules of procedure of the committee shall be formulated by the board of directors.~~

Article 15 The board of directors shall exercise its functions and powers within the scope stipulated under the Company Law, the regulatory rules of the place where the Company is listed and the Articles of Association.

The board of directors shall explain to the general meeting any nonstandard audit opinions issued by the registered accountant on the Company's financial statements.

Article 16 The board of directors shall establish strict review and decision-making procedures in respect of the scope of authorities for external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations; organize relevant experts and professionals to conduct assessment and seek for approval of general meeting for major investment.

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

Article 17 The Company shall have a secretary to the board, who shall be responsible for the preparation of the general meetings and meetings of the board and document keeping management of information regarding the shareholders of the Company, and deal with information disclosure, investor relations activities and other matters.

The secretary to the board of directors is a senior executive of the Company. The board of directors shall have the right to attend relevant meetings, access relevant documents, understand financial and operation conditions of the Company in order to perform its duties. The board of directors and other senior management shall support the secretary work of the board of directors. Any institution or individual shall not interfere with the normal performance of the secretary of the board of directors.

Chapter 4 The procedures for convening and voting of the Board

Article 18 The chairman of the board of directors shall convene and preside over a board meeting, the vice chairman shall assist the chairman's work, if the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the vice chairman is unable or fails to perform his duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.

~~**Article 3** Regular Meetings~~

~~Board meetings include regular meetings and provisional meetings.~~

Article 19 Board meetings shall be held at least four times a year, and shall be convened by the chairman of the Board. A notice shall be sent to all the directors and supervisors ~~at least~~ 14 days before the meeting. If there are special provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.

~~**Article 4** Proposals for Regular Meetings~~

~~Before sending the notice of a regular Board meeting, the secretary of the Board shall adequately consult with the directors, and shall accordingly formulate a preliminary proposal for meeting and submit the same to the chairman of the Board for consideration.~~

~~Before deciding a proposal, the chairman of the Board shall, where necessary, seek opinions of the president and other senior executives.~~

~~**Article 5** Provisional Meetings~~

~~In any of the following circumstances, the Board shall hold a provisional meeting after receiving the notice in 10 days:~~

Article 20 ~~(I) Proposed by t~~The shareholders representing more than one tenth of the voting rights~~;~~,

~~(II) Jointly proposed by m~~More than one third of the directors and supervisors may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within ten days after receipt of the proposal,~~;~~

~~(III) Proposed by the Supervisory Committee;~~

~~(IV) The chairman of the Board considers it necessary;~~

~~(V) Jointly proposed by more than a half independent directors;~~

~~(VI) Proposed by the executive;~~

~~(VII) Required by the securities regulating authority;~~

~~(VIII) If any other circumstance as specified in the Articles of Association occurs, Hong Kong Listing Rules and Listing Rules of SSE.~~

~~**Article 6** Procedure for Proposing Provisional Meetings~~

~~A proposal for convening a provisional Board meeting as specified in the preceding article shall be made in written form, affixed with the signature (seal) of the proposer, and submitted to the chairman directly or via the secretary of the Board. A written proposal shall specify:~~

~~(I) The name of the proposer;~~

~~(II) The reasons or objective causes on which the proposal is based;~~

~~(III) The time or time limit, venue and method as suggested for holding the meeting;~~

~~(IV) The explicit and specific proposals;~~

~~(V) The contact information of the proposer and the date of proposal, etc.~~

~~The contents of the proposal shall be within the power of the Board specified in the Articles of Association, and the documents relating to the proposal shall be submitted together with the proposal itself.~~

~~The Board Office shall transfer to the chairman of the Board the aforesaid written proposal and relevant~~

~~**Article 8** Meeting Notice~~

Article 21 The notice of the convening of the extraordinary meeting by the board of directors may be delivered by person, fax, mail or e-mail; The time limit for giving notice to all directors and supervisors is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors. ~~The Board Office shall send the written meeting notice affixed with the seal of the Board to all the directors, supervisors, the president and the Secretary of the Board by fax, email or hand delivery at least 14 days and 5 days before a regular Board meeting and a provisional Board meeting respectively. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.~~

Where a provisional Board meeting needs to be convened in emergency, the meeting notice may be sent by verbal means or telephone at any time, but the convener shall make explanations at the meeting.

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

~~**Article 9**~~ **Article 22** Notice of meeting of the board of directors shall contain: ~~Contents of the Meeting Notice~~

~~A written meeting notice shall include at least the following details;~~

(I) Time and venue of the meeting;

(II) Duration of the meeting ~~Form of the meeting~~;

(III) Reasons for and discussion topics of the meeting ~~Matters (proposals) to be considered~~;

(IV) Date of issuance of the notice. ~~Convener and presider of the meeting, proposer of and written proposal for the provisional meeting;~~

~~(V) Documents needed for voting of directors;~~

~~(VI) Requirements for the directors to attend the meeting in person or by proxy;~~

~~(VII) Contact person and means of contact.~~

~~A verbal meeting notice shall at least include (I) and (II) above, and explanation for a provisional Board meeting in emergency.~~

Article 23 For any material matter that shall be considered by the board of directors, sufficient meeting information shall be provided to the directors, and the directors may request to provide additional information. If more than independent directors believe that such information is incomplete or the demonstration is insufficient, they may jointly propose to the board of directors to postpone the meeting or postpone the consideration of such matter. The board of directors shall adopt it and the Company shall disclose the relevant information in time.

~~**Article 10** Change of the Meeting Notice~~

~~If, after the written notice of a regular Board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent 3 days before the original designated date for convening the meeting, to explain why and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than 3 days in advance, the date of meeting shall be postponed accordingly or the meeting shall be held on schedule upon approval by all the attending directors in writing.~~

~~If, after the notice of a provisional Board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the prior consent of all the attending directors and make relevant records.~~

~~**Article 11** Convening of Meetings~~

~~A Board meeting shall be attended by more than half of the directors. Where any relevant director refuses or fails to attend the meeting so that the number of attendants falls short of the quorum required for convening the meeting, the chairman and the Secretary of the Board shall responsively report to the regulatory authority.~~

~~Supervisors may attend Board meetings without voting rights; the president and the Secretary of the Board shall attend Board meetings without voting rights. The chairman of the meeting may, where he deems necessary, notify other relevant persons to attend Board meetings without voting rights.~~

Article 24 The meetings of the board of directors shall be held only if more than half of the directors are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed and the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company.

The voting on the resolutions of the board shall implement the one-person-one-vote system.

Article 25 When a director is connected to companies which is the subject of a resolution to be decided at a board meeting, the connected director shall not vote on that resolution, and shall not vote on behalf of other directors. Such board meeting can be held if more than one half of the unconnected directors attends. Resolutions made by the board meeting shall be passed by more than one half of the unconnected directors. If less than three unconnected directors attend the board meeting, the matter shall be submitted to the general meeting for consideration.

Article 26 The Board meeting shall vote by show of hands, by disclosed ballot or via other voting method recognized by regulatory authority(ies) of the place where the shares of the Company are listed.

Provided that the directors can fully express their opinions at the board meetings, such meetings can be held by means of vedio, telephone, fax, or email and resolutions could be passed thereof which shall be signed by the directors who attended the meeting.

Article 27 Directors shall attend meetings of the board of directors in person. In the event that a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The authorization letter shall contain the name of the proxy, the matters entrusted, scope of authorization and validity period, and shall bear the signature or seal of the appointor.

The director attending the meeting as proxy shall exercise rights within the scope of authorization. Where a director is not present at a meeting of the board of directors and fails to authorize a proxy to act on his behalf, the said director shall be deemed to have waived his rights to vote at the meeting.

~~**Article 12** Attendance in Person or by Proxy~~

~~In principle, the directors shall attend Board meetings in person. Where a director is unable to attend a meeting for any reason, he shall peruse the meeting documents in advance, form definite opinions, and appoint another director in writing to attend the meeting on his behalf. The attendance by proxy shall be in conformity with the provisions of the articles of association, Hong Kong Listing Rules and the Listing Rules of SSE.~~

~~The power of attorney shall specify:~~

~~(I) The names and ID No. of the principal and proxy;~~

~~(II) Reasons for the principal's failure to attend the meeting;~~

~~(III) Outline opinions of the principal on respective proposals;~~

~~(IV) The principal's scope of authorization and instructions about voting intent in relation to respective proposals;~~

~~(V) Signature of the principal and proxy, date, etc.~~

~~Where any director signs the regular reports by proxy, the said director shall specify such authorization in the power of attorney.~~

~~The proxy director shall present the written power of attorney to the chairman of the meeting, and explain proxy attendance in the attendance book.~~

~~**Article 13** Restriction on Proxy Attendance~~

~~Proxy attendance at Board meetings shall follow the principles below:~~

~~(I) Where related transactions are considered, a non-related director shall not appoint a related director to attend the meeting on his behalf, and a related director shall also not accept the appointment of a non-related director;~~

~~(II) An independent director shall not appoint a non-independent director to attend the meeting on his behalf, and a non-independent director shall also not accept the appointment of an independent director;~~

~~(III) A director shall not give any other director carte blanche to attend the meeting and vote on his behalf without providing his own opinions on the proposals and voting intent and the relevant director shall also not accept the carte blanche or any appointment not well defined;~~

~~(IV) One director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting and vote on his behalf.~~

~~**Article 14** Convening Methods of the Meetings~~

~~Board meetings shall generally be held onsite. Whenever it is necessary, the Board meetings may be convened through video, telephone, fax or email after agreement of the convener (the presider) and proposer provided that the directors can fully give their opinions. The Board meetings may also be held on site and off site simultaneously.~~

~~Where a Board meeting is held off site, the number of the directors present is calculated according to the directors present in the video, the directors expressing opinions in the teleconference, the number of valid votes including faxes or emails received within the specified period, or the written confirmations submitted by the directors after the meetings.~~

~~**Article 15** Procedure of the Meeting Deliberation~~

~~The presider of the meeting shall ask the attending directors to provide definite opinions on respective proposals.~~

~~For any proposal requiring prior acknowledgements of independent directors, the presider of the meeting shall, before discussing the relevant proposal, appoint one independent director to read out the written acknowledgements of independent directors.~~

~~Where any director makes repeated speeches on the same proposal or speaks beyond the proposal, thereby affecting the speech of other directors or hindering the normal process of the meeting, the presider of the meeting shall immediately stop that.~~

~~The Board meeting shall not vote on any proposal not included in the notice of the meeting unless with the unanimous consent of the attending directors.~~

~~**Article 16** Expression of Opinions~~

~~The directors shall carefully read documents relating to the meeting and shall express well- informed, independent and discreet opinions.~~

~~**Article 20** Abstention from Voting~~

~~In any of the following circumstances, the directors shall abstain from voting on relevant proposals:~~

~~(I) Hong Kong Listing Rules and Listing Rules of SSE provide for abstention of the directors from voting;~~

~~(II) The directors themselves think they should abstain from voting;~~

~~(III) The directors are related with the enterprises involved by the proposals and shall therefore abstain from voting pursuant to the Articles of Association.~~

~~Where any director abstains from voting, the Board meeting may be held when more than half of the non-related directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-related directors. If the number of non-related attending directors is smaller than 3, the relevant proposal shall not be voted on but shall be submitted to the general meeting for deliberation.~~

~~**Article 21** Not Acting beyond Authority~~

~~The directors shall act as authorized by the general meetings and the Articles of Association, and shall not make any resolution beyond authority.~~

~~**Article 22** About the matters of profit distribution and capital fund capitalization should be resolved at the Board meeting, but if the CPAs have not issued the formal audit report yet, the Board meeting should firstly resolve those decisions based on the draft audit report (all financial data except those involving profit distribution and capital fund capitalization have been determined) submitted by CPAs, other matters can be resolved after CPAs submit their formal audit report.~~

~~**Article 23** Processing of Proposals Not Passed~~

~~Where any proposal is not passed, any Board meeting shall not deliberate any proposal with the same contents within one month if relevant conditions and factors have not changed significantly.~~

~~**Article 24** Suspension of Voting~~

~~Where more than half of the attending directors or more than two independent non-executive directors think they cannot make judgments on relevant issues because the relevant proposal is not clear or specific or the meeting documents are inadequate, the presider shall require the meeting to suspend voting on the said proposal.~~

~~The director proposing suspension of voting shall provide definite requirements for the conditions to be met for resubmitting the said proposal for deliberation.~~

~~**Article 25** Recordings of Meetings~~

~~Board meetings held onsite or via video or telephone may be recorded where necessary.~~

Article 28 The decisions on the matters considered at meeting of the board of directors shall be recorded as minutes, which shall be signed by the attending directors. Minutes of the board meeting shall be kept as Company documents for ten years.

~~**Article 26** Meeting Minutes~~

~~(VIII) Other issues that the attending directors think should be included into the minutes.~~

~~**Article 27** Summary of Meeting and Minutes of Resolutions~~

~~Besides the meeting minutes, the Secretary of the Board may where necessary arrange a clerk of the Board Office to make a summary of the meeting, and make separate minutes of resolutions according to the voting results.~~

~~**Article 28** Signatures of Directors~~

~~The attending directors shall sign the meeting minutes, meeting summaries and minutes of resolutions in person or on behalf of the directors appointing them to attend the meeting. Where the directors disagree over the meeting minutes, meeting summaries or minutes of regulations, they may attach written remarks when signing the same. Where necessary, they shall responsively report to the regulatory authority or announce public statements.~~

~~Where any director neither signs as per the preceding paragraph nor provides his different opinions in writing, reports to the regulatory authority or announces public statement, the said director shall be deemed as agreeing with the meeting minutes, meeting summaries or minutes of resolutions.~~

~~**Article 29** Announcement of Resolutions~~

Article 31 The chairman of the board of directors shall exercise the following functions and powers:

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

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

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

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

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

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

Chapter 6 The procedures for convening and voting of the Board

Article 32 Unless otherwise stated, the terms used in the Rules shall have the same meaning with those in the Articles of Association.

Article 33 For the purpose of the rule, the terms "not less than", "within", "not more than" are inclusive terms and the terms "exceeding", "less than", "beyond" and, "below" and "above" are exclusive terms.

~~**Article 32** Supplementary Provisions~~

~~Unsettled matters of the rules should be executive in according to the relevant provisions of the laws, regulations and normative documents. These Rules shall be subject to the interpretation of the Board. If the provisions of these rules are inconsistent with relevant laws, regulations, rules, articles of association, the Hong Kong Listing Rules and the Listing Rules of SSE, the relevant regulations, rules, articles of association, the Hong Kong Listing Rules and the Listing Rules of SSE shall prevail firstly.~~

Article 34 The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

Unsettled matters of the rules should be executive in according to the relevant provisions of the laws, administrative regulations, departmental rules and normative documents.

If the provisions of these rules are inconsistent with relevant laws, regulations, rules, articles of association, the Hong Kong Listing Rules and the Listing Rules of SSE, the relevant regulations, rules, Articles of Association, the Hong Kong Listing Rules and the Listing Rules of SSE shall prevail firstly.

Matters not covered in these Rules shall be subject to the provisions of relevant laws, regulations, departmental rules, other relevant normative documents and the regulatory rules of the place where the Company's stock is listed. If the provisions of these Rules are inconsistent with the provisions of relevant laws, administrative regulations, departmental rules, other relevant normative documents and the regulatory rules of the place where the Company's stock is listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant normative documents and the regulatory rules of the place where the Company's stock is listed shall prevail.

Article 35 The Rules shall be the appendix of the Articles of Association, and shall be subject to the interpretation of the board of directors of the Company.

~~In these Rules, the phrase "more than" is inclusive.~~

~~These rules will valid automatically after the General Meeting passes the proposals of the Board of Directors, but these rules and relevant company listing regulations within china mainland will come into effect on the date when the company's initial public offerings get listed on the market within the territory of China.~~

Article 36 These rules shall come into force and be implemented on the date when it is examined and approved by the general meeting of the Company and it applies to the amendments.

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

RULES OF PROCEDURES OF MEETINGS OF THE SUPERVISORY COMMITTEE OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 To further regulate the discussion methods and voting procedures of the Supervisory Committee of Flat Glass Group Co., Ltd. ("the Company"), urge the supervisors and Supervisory Committee to effectively perform their supervisory duties and improve corporate governance structure of the Company, these Rules of Procedure are formulated in accordance with the Company Law of the People's Republic of China ("Company Law"), Securities Law of the People's Republic of China ("Securities Law"), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange Listing Rules"), Rules Governing The Listing Of Stocks On Shanghai Stock Exchange ("Shanghai Stock Exchange Listing Rules", together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules"), Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as "Articles of Association") and other relevant provisions.

~~**Article 2** Office of Supervisory Committee~~

~~The Supervisory Committee shall set an office for handling the daily affairs of the Supervisory Committee.~~

~~The chairman of the Supervisory Committee shall take charge of the Office of the Supervisory Committee and keep the seal of the Supervisory Committee. The chairman of the Supervisory Committee may ask the securities affair representative or other personnel of the Company to help him handle the daily affairs of the Supervisory Committee.~~

Article 2 Upon the effective day of this rule, it shall become the legal document regulating the Company Board supervisors' organization and activities, and the rights and obligations on the supervisor.

Chapter 2 Supervisor

Article 3 Supervisors of the Company are natural persons, and shall not serve as supervisor of the Company in any of the following circumstances:

(I) Being without civil capacity or with only limited civil capacity;

(II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market and five years have not elapsed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and five years have not elapsed since the completion date of the execution of the penalty;

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

(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and three years have not elapsed since the date of the revocation of the business license thereof;

(V) He has a relatively large amount of debt which is due but has not been paid;

(VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective; and

(VII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the Listing Rules.

The election, appointment or engagement of supervisors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove a supervisor if any of the circumstances stated in this Article applies during his term of office.

Article 4 A director, the president, and other senior management shall not serve as supervisors concurrently.

Article 5 The supervisors shall abide by laws, administrative regulations and the Articles of Association. They shall perform their duties faithfully and diligently. They shall not abuse their authority of office to accept bribes or other illegal income and shall not misappropriate the properties of the Company.

Article 6

Article 11 A supervisor shall not use his/her connected relationships to cause damages to the Company and shall be liable for damages of the Company resulting therefrom.

Article 12 If a supervisor violates the laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.

Chapter 3 Composition and duties of the Board of Supervisors

Article 13 The Company shall have a board of supervisors, be accountable to the general meeting.

Article 14 The board of supervisors shall consist of five supervisors, three of which are Shareholders' Representative Supervisors, two of which are Employee's Representative Supervisors. Shareholders' Representative Supervisors elected by the general meeting of the Company; employee's Representative Supervisors elected by the staff and workers of the Company through congress of staff and workers.

Article 15 The board of supervisors shall have one chairman. Chairman is who shall be elected by more than half of all the supervisors.

Article 16 The supervisors shall exercise their functions and powers within the scope stipulated under the Company Law, the regulatory rules of the place where the Company is listed and the Articles of Association.

Article 17 The board of supervisors may request directors, senior management, internal and external auditors to attend the meetings of the board of supervisors and answer the questions concerned by the supervisors.

Article 18 The supervision records and financial inspection results of the board of supervisors shall be taken as an important evidence for evaluation of the performance of directors and senior management.

Article 19 In the event of finding the directors and senior management violating laws and regulations or the Articles of Association, the board of supervisors shall perform its supervision duties, and report to the board of directors or the general meeting of shareholders, and may also directly report to the local offices of the CSRC and its agencies, the stock exchange or other departments.

Chapter 4 The procedures for convening and voting of the Board of supervisor

Article 20 The chairman of the board of supervisors shall convene and preside over the meeting of board of supervisors; and where the chairman of the board of supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.

~~**Article 3** Regular and provisional meetings of the Supervisory Committee~~

~~Meetings of the Supervisory Committee include regular meetings and provisional meetings.~~

Article 21

~~Any proposal of any supervisor for convening a provisional meeting of the Supervisory Committee shall be made in written form, affixed with the signature of the said supervisor and submitted to the chairman of the Supervisory Committee. A written proposal shall specify:~~

~~(I) The name of the proposing supervisor;~~

~~(II) The reasons or objective causes on which the proposal is based;~~

~~(III) The time or time limit, venue and method as suggested for holding the meeting;~~

~~(IV) The explicit and specific proposals;~~

~~(V) The contact information of the proposing supervisor and the date of proposal, etc.~~

~~The Office of the Supervisory Committee shall issue the notice of provisional meeting of the Supervisory Committee within 3 days after the Office or chairman of the Supervisory Committee receives the written proposal of the supervisor.~~

~~Where the Office of the Supervisory Committee fails to issue the meeting notice, the proposing supervisor shall report to the regulatory authority in due time.~~

~~**Article 6** Convening and presiding of meetings~~

~~Meetings of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee; where the chairman of the Supervisory Committee cannot or does not fulfill the duty thereof, the vice chairman of the Supervisory Committee shall convene and preside; where not vice chairman is available or the vice chairman cannot or does not fulfill the duty thereof, the majority of the supervisors may elect a supervisor to convene and preside.~~

~~**Article 7** Meeting notice~~

Article 23 The chairman of the Supervisory Committee or other convener shall send the written meeting notice ~~affixed with the seal of the Supervisory Committee~~ to all the supervisors by

~~**Article 8** Contents of the meeting notice~~

~~A written meeting notice shall include at least the following details:~~

~~(I) Time, venue and duration of the meeting;~~

~~(II) Matters to be considered (Proposals of the meeting);~~

~~(III) Convener and presider of the meeting, proposer of and written proposal for the provisional meeting;~~

~~(IV) Documents needed for voting of supervisors;~~

~~(V) The requirement for the supervisor to attend the meeting in person;~~

~~(VI) Contact person and means of contact.~~

~~A verbal meeting notice shall at least include (I) and (II) above, and explanation for a provisional meeting of the Supervisory Committee in emergency.~~

Article 24 A notice of the board of supervisors shall include the following contents:

(1) Date, venue, and duration of the meeting;

(2) Reasons and issues of discussion;

(3) Date of issuance of the notice.

~~**Article 9** Convening methods of the meetings~~

~~Meetings of the Supervisory Committee shall be held onsite.~~

~~In emergency, a meeting of the Supervisory Committee allows voting by means of correspondence, but the convener (presider) of the meeting shall explain to the attending supervisors the particulars about the emergency. In the case of voting by communications, the supervisors shall fax to the Office of the Supervisory Committee their written and signed opinions and voting intents on the matters to be considered. The supervisors shall not merely provide voting opinions without expressing their written opinions or reasons for voting.~~

~~**Article 10** Convening of meeting~~

Article 25 The meeting of supervisory committee will only be convened when the number of attendants is over half. Where any relevant supervisor refuses or fails to attend the meeting so that the number of attendants falls short of the quorum required for convening the meeting, other supervisors shall responsively report to the regulatory authority.

At meetings of the Supervisory Committee, each attendant shall cast one vote. ~~The Secretary of the Board shall be present at meetings of the Supervisory Committee.~~

~~**Article 11** Procedure of the meeting deliberation~~

~~The presider of the meeting shall ask the attending supervisors separately to provide definite opinions on respective proposals.~~

~~The presider shall, as proposed by supervisors, require directors, senior executives, and other staff of the Company or business personnel of relevant intermediary agencies to attend the meeting and answer questions.~~

~~**Article 12** Resolutions of Supervisory Committee~~

~~At meetings of the Supervisory Committee, each attendant shall cast one vote, by open ballot or in writing.~~

~~The voting intent of a supervisor may be pro, con or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the presider shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed as having abstained from voting; any supervisor who has left the meeting midway without coming back and has not made any option shall be deemed as having abstained from voting.~~

~~Resolutions of the meeting of the Supervisory Committee shall be approved by more than 2/3 of the members of the Supervisory Committee.~~

Article 26 The meeting of board of supervisors shall vote by show of hands, by disclosed ballot or via other voting method recognized by regulatory authority(ies) of the place where the shares of the Company are listed.

Provided that the supervisors can fully express their opinions at the meeting of board of supervisors, such meetings can be held by means of vedio, telephone, fax, or email and resolutions could be passed thereof which shall be signed by the supervisors who attended the meeting.

Article 27 Supervisors shall attend meetings of the board of supervisors in person. In the event that a supervisor is unable to attend a meeting for any reason, he may appoint another supervisor by a written power of attorney to attend the meeting on his behalf. The authorization letter shall contain the name of the proxy, the matters entrusted, scope of authorization and validity period, and shall bear the signature or seal of the appointor. The supervisor attending the meeting as proxy shall exercise rights within the scope of authorization. Where a supervisor is not present at a meeting of the board of supervisors and fails to authorize a proxy to act on his behalf, the said supervisor shall be deemed to have waived his rights to vote at the meeting.

Article 28 The board of supervisors shall maintain minutes of the meetings so as to record the decisions on the matters considered, and attending supervisors shall sign on the minutes of meeting.

Supervisors can request to have the speech they make in the meeting recorded in the minutes.

~~**Article 13** Meeting minutes~~

Article 29 ~~The staff of Supervisory Committee shall keep minutes of onsite meetings.~~ The meeting of board of supervisors ~~minutes~~ shall include the following information:

(I) Session and time, venue and form of convening;

(II) Names of supervisors and representatives authorized by the supervisors (representative) present at the meeting; ~~Delivery of meeting notice;~~

(III) Agenda of the meeting; ~~Convener and presider of the meeting;~~

(IV) Summary of key points made by the supervisors at the meeting; ~~Attendance of the meeting;~~

(V) ~~Procedure and process of the meeting;~~

~~(VI) Proposals for consideration at the meeting, main points and opinions of each supervisor on relevant matters and intents of voting on proposals;~~

~~(VII)~~ The voting method and the voting results for each proposal (the voting result shall ~~set out the respective numbers of pros, cons and abstentions)~~ clearly state the number of votes for, against and abstain);

(VI)~~(VIII)~~ Other issues that the attending supervisors think should be included into the minutes.

For a meeting of Supervisory Committee held by communications, the Office of the Supervisory Committee shall sort out the meeting minutes as per the preceding provision.

~~**Article 14** Signatures of supervisors~~

~~Attending supervisors shall sign for confirmation on the meeting minutes, meeting summaries and minutes of resolutions. Where the supervisors disagree over the meeting minutes, meeting summaries or minutes of resolutions, they may attach written remarks when signing the same. Where necessary, they shall responsively report to the regulatory authority or announce public statements.~~

~~Where any supervisor neither signs as per the preceding paragraph nor provides his different opinions in writing, reports to the regulatory authority or announces public statement, the said supervisor shall be deemed as agreeing with the meeting minutes, meeting summaries or minutes of resolutions.~~

~~**Article 15** Implementation of resolutions~~

~~The supervisors shall urge relevant personnel to execute the resolutions of the Supervisory Committee. The chairman of the Supervisory Committee shall report at future meetings of the Supervisory Committee how the resolutions are executed.~~

~~**Article 16** Announcement of resolutions~~

~~The announcement of the resolution of the Supervisory Committee shall be handled by the Secretary of the Board in accordance with Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and Rules Governing the Listing of Stocks on Shanghai Stock Exchange.~~

~~**Article 17** Keeping of meeting archives~~

~~Archives of meetings of the Supervisory Committee including meeting notices, meeting documents, attendance book, meeting recordings, votes, meeting minutes signed by the attending supervisors, meeting summaries, minutes of resolutions, announcements of resolutions, etc., shall be kept by the Secretary of the Board.~~

Article 30 Minutes of meetings of the Supervisory shall be kept as Company documents for at least ten years. ~~Archives of meetings of the Supervisory Committee shall be kept for at least 10 years.~~

Chapter 5 Supplementary provisions

Article 31 Unless otherwise stated, the terms used in the Rules shall have the same meaning with those in the Articles of Association.

Article 32 For the purpose of the rule, the terms “not less than”, “within”, “not more than” are inclusive terms and the terms “exceeding”, “less than”, “beyond” and, “below” and “above” are exclusive terms.

~~**Article 18** Supplementary provisions~~

~~These rules shall be subject to the interpretation of the Supervisory Committee. Unsettled matters should be executed according to laws, regulations, normative documents and the relevant implementation of the “articles of association”. If the provisions of these rules are not inconsistent with relevant laws, regulations, rules and regulations document, the articles of association of the company and “the Shanghai stock exchange listing rules”, “the Stock Exchange Listing Rules”, which will be subject to relevant laws, regulations, rules and regulations document, the articles of association of the company and “the Shanghai Stock exchange listing rules”, “the Stock Exchange Listing Rules”.~~

~~In these rules, the phrase “more than” is inclusive.~~

~~These Rules shall be deliberated and approved by the general meeting of the Company, but relevant regulations within the territory of the People’s Republic of China of these rules shall come into effect after IPO of A shares of the Company within the territory of the People’s Republic of China and listing of the said shares in the stock exchange.~~

Article 33 The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

Article 34 The Rules shall be the appendix of the Articles of Association, and shall be subject to the interpretation of the board of directors of the Company.

Article 35 These rules shall come into force and be implemented on the date when it is examined and approved by the general meeting of the Company and it applies to the amendments.

FLAT GLASS GROUP CO., LTD.
WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

Chapter 1 General Provisions

Article 1 In order to further improve the corporate management structure of Flat Glass Group Co., Ltd (hereinafter referred as "the Company", "the Listed Company"), ~~and~~ promote the standardized operation of Company,~~,~~ and protect the legitimate rights and interests of all shareholders of the Company, especially minority shareholders, from being harmed, we hereby establish the System ~~on the Independent Outside Director (hereinafter referred as "Independent Director") System (referred as "Independent Non-Executive Director" under Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, similar hereinafter) set by the Company~~ according to related provisions in Company Law of People's Republic of China, the Securities Law of People's Republic of China ~~(hereinafter referred as "Company Law"), Guideline for Corporate Governance, Directive Opinions on Establishment of Independent Director System in Listed Companies~~, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Ltd (hereinafter referred as "Listing Rules of Stock Exchange"), Rules Governing the Listing of Securities on Shanghai Stock Exchange (hereinafter referred as~~"~~ "Shanghai Stock Exchange Listing Rules", together with the Listing Rules of Stock Exchange, collectively referred to as the "Listing Rules"), Measures for the Administration of Independent Directors of Listed Company and the Articles of Flat Glass Group Co., Ltd. (hereinafter referred as the "the Articles").

Article 2 Independent Director refers to the person who acts as the Director of the Company other than any other title, and who had no direct or indirect interest relation with the Company and its major shareholders , actual controllers, or other relationships that may affect its independent and objective judgment. The term "independent non-executive directors" in the Listing Rules of Stock Exchange has the same meaning.

The Independent Directors shall perform their duties independently, without being affected by the Company and its major shareholders, actual controllers and other units or individuals.

~~that might interfere with his/her independent and objective judgment.~~

Article 3 The Independent Director shall be obliged for loyalty ~~honesty~~ and diligence to the Company and all of shareholders, and shall conscientiously perform their duties in accordance with laws, administrative regulations, the provisions of the China Securities Regulatory Commission (hereinafter referred to as the CSRC), the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and play a role in participating in decision-making, supervision, and balances and professional consulting in the Board of Directors, safeguarding the overall interests of the Company, and protecting the legitimate rights and interests of minority shareholders.

~~The Independent Directors shall faithfully perform their duties and safeguard overall interests of the Company, especially hold minority shareholders harmless against their legitimate rights and interests.~~

~~The Independent Directors shall independently perform their duties and shall not be affected by major shareholders and the actual controller of the Company or any unit or individuals who had a vital stake with the Company or its major shareholders or actual controllers.~~

Article 4 ~~As the independent non-executive directors, the Independent Directors do not perform any specific affair of the Company.~~ At least more than one third of Independent Directors shall be included in members of Board of Directors of the Company, ~~. The Independent Directors shall~~ includinge at least one Accounting Professional. Accounting Professional ~~referred to in this Article~~ means the person who meets at least one of the following criteria: ~~who has qualification of title of senior accountant or CPA.~~

(1) Be qualified as a certified public accountant;

(2) Has a senior professional title, associate professor and above professional title, or a doctoral degree in accounting, auditing or financial management;

(3) Holds a senior professional title in economic management and has over 5 years of full-time working experience in professional positions such as accounting, auditing or financial management of public companies.

At least one independent director (non-executive) of the Independent Directors shall always reside in Hong Kong.

Article 5 The Board of Directors shall establish the Audit Committee (hereinafter referred as the "Audit Committee"), the Nomination Committee, the Remuneration Committee, the Strategic Development Committee and the Risk Management Committee.

All members of the above special committees are composed of Directors of the Company. Among them, all members of the Audit Committee are Non-executive Directors, and Independent Directors account for the majority and serve as the convener/chairman. The convener of the Audit Committee is an Accounting Professional, and members of the Audit Committee are Directors who do not serve as senior management of the Company; the majority of the members of the Nomination Committee shall be Independent Directors, and the chairman of the Board or an Independent Director shall act as the convener/chairman; Independent Directors account for the majority of the Remuneration Committee and serve as the convener/chairman.

~~**Article 5** In principle, Independent Directors employed by the Company shall act as independent directors in at most 5 listed companies, and shall have sufficient time and energy to effectively perform the duties as an Independent Director.~~

~~**Article 6** In any Independent Director failed to comply with independence condition or was unsuitable to perform the independent duties, which caused the number of Independent Directors of the Company inconformity with the required number in the System, the Company shall immediately notify the Stock Exchange where it listed on and publish a notice to state the details and reasons. And the Company shall appoint sufficient Independent Directors or one Independent Director who is qualified as specified in the Article 5 of the System within three months after the date of such inconformity.~~

~~**Article 7** The Independent Directors shall participate in trainings as approved according to China Securities Regulatory Commission (hereinafter referred as "CSRC") and relevant authorities, the Listing Rules of Stock Exchange and other laws and regulations.~~

Chapter 2~~3 Conditions of Employment of Independent~~ Qualifications and Appointments and Removals

Directors Article 6~~8~~ The person who acts as Independent Director of the Company shall:

(1) Be qualified as a director of listed company according to laws, administrative regulations, departmental rules, the Listing Rules ~~of Stock Exchange~~ and other relevant provisions;

(2) Have the independence as required in Article 7~~10~~ of the System;

(3) Have basic knowledge on operation of listed companies and be familiar with relevant laws, ~~administrative regulations,~~ rules and regulations;

(4) Have five-year or more experience in laws, accounting and economy or other professionals required for duties of an Independent Director;

~~(5) Have sufficient time and energy to perform the independent duties;~~

(5) Have good personal morality and have no bad records such as major dishonesty;

(6) Meet other requirements in laws, administrative regulations, the provisions of the CSRC, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association ~~national laws and regulations, rules and regulations and the Articles of the Company~~.

Article 7~~9~~ The Independent Directors must be independent and no one as follows shall act as the Independent Director:

(1) The person and its spouses, parents, children~~immediate family members~~ or major social relations who work in the Company or its affiliates;

(2) The person who, directly or indirectly, held 1% or more of the issued shares of the Company, or natural person shareholder out of top ten shareholders of the company or spouses, parents, children~~immediate family members~~ of such shareholders;

(3) The person or spouses, parents, children~~immediate family members~~ of such person who work in the company of shareholder who, directly or indirectly, held 5% or more of the issued shares of the Company or shareholders out of the top five shareholders of the Company;

(4) The person or spouses, parents, children~~immediate family members~~ of such person who work in affiliates of ~~under~~ the controlling shareholder or actual controller of the Company ~~or affiliates of the Company~~;

(5) The person who had major business with the Company, its controlling shareholder or actual controller or their own affiliates, or who works in entities with which he had major business, their controlling shareholders, actual controllers;

~~(5)~~(6) The person who provides financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their own affiliates, which including but not limited to all of project team, each staff at all levels for review, signatories of reports, the partner, Directors, senior management and main responsible person of agencies providing such service;

~~(6) The person whose employer had major business with the Company, its controlling shareholder or actual controller or their own affiliates, or works under the controlling shareholders who had major business with it;~~

(7) The person who was in items 1 to 6 ~~either of above six cases~~ during the last 12 months ~~one year~~;

(8) ~~There is no circumstance that qualification for acting as Independent Non-executive Director of listed company is questioned in accordance with Listing Rules of Stock Exchange Hong Kong Ltd and other relevant regulations;~~ Other persons who were not independent as stipulated by laws, administrative regulations, the provisions of the CSRC, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

~~(9) The person who was restricted to security market by CSRC and was still in the period of prohibition;~~

~~(10) The person who was identified in public as unsuitable to act as director, supervisor or senior manager of listed companies by the Stock Exchange;~~

~~(11) The person who was punished by CSRC within the last three years;~~

~~(12) The person who was publicly condemned or informed criticism for more than three times by the Stock Exchange within the last three years;~~

~~(13) Any other person as required in the Articles;~~

~~(14) Any other person as identified by CSRC.~~

~~Immediate family members in the preceding paragraph refers to spouse, parents and children; and the major social relations in Clause (1) above refers to brothers and sisters, parents in law, daughter or son in law, spouses of brothers and sisters and brothers and sisters of spouse.~~

The affiliates of the controlling shareholder and actual controller of the Listed Company in items 4 to 6 of the preceding paragraph do not include those controlled by the same state-owned assets management institution as the Listed Company and those not constituting a related party relationship with the Listed Company in accordance with relevant regulations.

Independent Directors shall conduct self-inspection on independence every year and submit the self-inspection to the Board of Directors. The Board of Directors shall evaluate the independence of the current Independent Directors annually and issue special opinions, which shall be disclosed together with the annual report.

Article 8 ~~10~~ ~~If any Independent Director failed to comply with independence condition or was unsuitable to perform the independent duties, which caused the number of Independent Directors of the Company inconformity with the required number in the System and the Company shall complement such number as required.~~ In principle, an Independent Director shall serve as an Independent Director in at most three domestic listed companies, and shall ensure that he/she has sufficient time and energy to effectively perform his/her duties as an Independent Director.

~~Chapter 4 Nomination, Election and Replacement of Independent Directors~~

Article 9~~11~~ The Independent Directors shall be nominated by the Board of Directors, the Board of Supervisors, shareholders who solely or jointly hold 1% or more of issued shares of the Company, and shall be decided on election of General Meeting of Shareholders.

Investors protection institutions established by law may publicly request shareholders to entrust them

Article 10~~12~~ The nominator of Independent Directors shall be approved by nominees before nomination.

The nominator shall fully understand the occupation, education, job title, the detailed working experience, all and any part-time job of nominees, whether there are any bad records such as major dishonesty and shall give opinions on the independence of the nominee and other conditions for serving as an Independent Director ~~their qualification and independence as an Independent Director~~. The nominee shall make a public declaration as to his/her independence and other conditions for serving as an Independent Director. ~~The nominee shall make a public statement which indicating that there is no relation between such nominee and the Company which could affect any independent objective judgment of the nominee. The Board of Directors shall disclose this as required before convening a General Meeting for election of Independent Directors.~~

Article 11 The Company shall establish the Nomination Committee in the Board of Directors. The Nomination Committee shall examine the qualifications of the nominees and form a clear opinion on the examination.

The Company shall, prior to the convening of the general meeting for the election of Independent Directors, disclose the relevant contents and submit the relevant materials of all Independent Director candidates to the Stock Exchange in accordance with Article 10 of the System and the preceding paragraph. The relevant materials submitted shall be true, accurate and complete.

The stock exchange shall, in accordance with the regulations, examine the relevant materials of the Independent Director candidates and shall have the right to raise objections. If any objection is raised by the stock exchange, the Company shall not submit it to the general meeting for election.

If the regulatory rules of the place where the Company's shares are listed have other provisions on the review procedures for Independent Director candidates, those provisions shall prevail.

Article12 ~~13~~ If more than two Independent Directors are elected at the general meeting of the Company, the cumulative voting system shall be adopted, and the votes of the minority shareholders shall be separately counted and disclosed. ~~Before convening of a General Meeting for election of Independent Directors, the Company shall submit related materials of all nominees to CSRC, CSRC Zhejiang Regulatory Authority and the Stock Exchange where the Company listed on, complete with written opinions from Board of Directors in case that the Board of Directors had any dissent against related conditions of the nominees.~~

~~**Article 14** Any nominee dissenting by CSRC or the Stock Exchange where the shares of Company were traded on might be elected as nominee of director of the Company other than the Independent Director. On convening the General Meeting to elect Independent Directors, the Board of Directors shall explain whether the nominee has been dissented by CSRC or the Stock Exchange.~~

~~**Article 15** Articles 11 and 12 of the System shall be implemented at the date of initial public offering and listing of the Company.~~

Article 13~~16~~ The term of Independent Directors shall be the same with other directors of the Company, could be re-elected and reappointed at expiry of the term, while the re-election shall not exceed six years.

~~**Article 17** Any Independent Director failed to attend the Board meetings for three consecutive times might be replaced by the General Meeting as proposed by the Board of Directors. Notwithstanding the above case and other case of unavailable to act as directors as specified in Company Law, Listing Rules of Shanghai Stock Exchange and Listing Rules of Stock Exchange Hong Kong Ltd, no Independent Director shall be removed from office for no reason before expiry of the term. For early removal the Company shall disclose this as a special disclosure, and any Independent Director removed held that the Company had improper reason for removal could make a public statement.~~

~~**Article 18** Any Independent Director could submit the resignation before expiry of the term. In such case, the related Independent Director shall submit the written resignation to the Board of Directors and state any case related to his resignation or circumstance necessary to be paid attention by the Company shareholders and creditors.~~

~~If the resignation of Independent Director caused the number of Independent Directors or Board of Directors lower than the quorum or the minimum number as required by the Articles, before accession of re-elected Independent Director, the resigned Independent Director shall continue to perform his/her duties according to laws, administrative regulations and provisions in the Articles.~~

Article 14 Before the expiration of the term of an Independent Director, the Company may remove him or her from office in accordance with legal procedures. If an Independent Director is removed from his position in advance, the Company shall disclose the specific reasons and basis in a timely manner. If an Independent Director has any objection, the Company shall disclose it in a timely manner.

If an Independent Director fails to comply with the provisions of item 1 or item 2 of Article 6 of the System, he/she shall immediately cease to perform his/her duties and resign from his/her position. If he/she fails to resign, the Board of Directors shall immediately terminate his/her duties as required after becoming aware of or being aware of the fact.

Where an Independent Director resigns or is removed from office as a result of the circumstances set out in the preceding paragraph, resulting in the proportion of Independent Directors on the Board of Directors or its special committees failing to comply with the provisions of the System or the Articles of Association, or where there is a lack of accounting professionals among the Independent Directors, the Company shall complete the by-election within sixty days from the date of the occurrence of the aforesaid fact.

Article 15 An Independent Director may resign before the term of office expires. An Independent Director who resigns shall submit a written resignation report to the Board of Directors, explaining any circumstances related to his/her resignation or that he/she deems necessary to draw the attention of the Company's shareholders and creditors. The Company should disclose the reasons for and concerns about the resignation of Independent Directors.

If the resignation of an Independent Director will result in the proportion of Independent Directors in the Board of Directors or its special committees not being in compliance with the provisions of the System or the Articles of Association, or if there is a lack of accounting professionals among the Independent Directors, the Independent Director who intends to resign shall continue to perform his/her duties until the date on which the new Independent Director is appointed. The Company shall complete the by-election within 60 days from the date of resignation of the Independent Director.

Article 16 The Company may select and appoint Independent Directors from the database of Independent Directors established by China Association of Listed Companies.

Chapter 3~~5 Conditions of Employment of Independent Directors~~ Responsibilities and Methods to Perform Duties

Article 17 Independent Directors perform the following duties:

(1) Participate in the decision-making of the Board of Directors and express clear opinions on the matters discussed;

(2) Supervise the potential material conflict of interests between the Listed Company and its controlling shareholders, actual controllers, Directors and senior management as set out in Article 23, Article 26, Article 27 and Article 28 of the System, to procure the Board of Directors to make decisions in the interests of the Listed Company as a whole, and to protect the legitimate rights and interests of minority shareholders;

(3) Provide professional and objective advice on the operation and development of the Listed Company and promote the improvement of the decision-making level of the Board of Directors;

(4) Perform other duties stipulated by laws, administrative regulations, departmental regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 18 Independent Directors shall exercise the following special functions and powers：

(1) To independently appoint intermediary institutions to audit, consult or verify specific matters concerning the Listed Company;

(2) To propose to the Board of Directors to convene an extraordinary general meeting;

(3) To propose the convening of the Board meeting;

(4) To solicit shareholders' rights from shareholders in a public manner according to laws;

(5) To express independent opinions on matters that may damage the interests of the Listed Company or minority shareholders;

(6) Other functions and powers stipulated by laws, administrative regulations, departmental regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The exercise of the functions and powers listed in items 1 to 3 of the preceding paragraph by Independent Directors shall be subject to the consent of a majority of all Independent Directors.

Where an Independent Director exercises his/her functions and powers under the first paragraph, the Company shall make timely disclosure. Where the above functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Article 19 ~~The Company shall provide the necessary conditions for independent directors to perform their duties and play their roles.~~ Before convening the Board meeting, Independent Directors may communicate with the secretary to the Board to make inquiries, request supplementary materials and provide opinions and suggestions on matters to be considered. The Board and relevant personnel shall carefully study the questions, requirements and opinions raised by the Independent Directors, and timely report to the Independent Directors on the implementation of the amendments to the proposals.

Article 20 Independent Directors shall attend the Board meeting in person. If an Independent Director is unable to attend the meeting in person for any reason, the Independent Director shall review the meeting materials in advance, form clear opinions, and authorise other Independent Directors in writing to attend the meeting on his/her behalf.

If an Independent Director fails to attend the Board meeting in person for two consecutive times, or does not appoint other Independent Directors to attend on his/her behalf, the Board shall propose to convene a general meeting to remove such Independent Director within 30 days from the date of the occurrence of such fact.

Article 21 If an Independent Director votes against or abstains from voting on resolutions of the Board of Directors, he/she shall state the specific reasons and basis thereof, the legality and compliance of the matter involved in the resolution, the possible risks and the impact on the interests of the Company and minority shareholders. When disclosing the resolutions of the Board of Directors, the Company shall also disclose the dissenting opinions of the Independent Directors, which shall be stated in the resolutions of the Board of Directors and the meeting minutes.

Article 22~~20~~ Independent Directors shall continue to pay attention to the implementation of the resolutions of the Board of Directors in relation to the matters set out in Article 23, Article 26, Article 27 and Article 28 of the System, and shall report to the Board of Directors in a timely manner and may require the Company to make written explanations if they find any violation of the laws, administrative regulations, departmental regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association, or violation of the resolutions of the general meeting and the Board of Directors. If the disclosure is involved, the Company shall disclose it in a timely manner.

If the Company fails to make explanations or timely disclosures in accordance with the provisions of the preceding paragraph, the Independent Directors may report to the CSRC and the stock exchange. If the regulatory rules of the place where the Company's shares are listed have other provisions, such provisions shall prevail. ~~The Independent Directors shall participate in trainings as approved by CSRC and Stock Exchange Hong Kong Ltd according to China Securities Regulatory Commission (hereinafter referred as "CSRC") and relevant authorities, the Listing Rules of Stock Exchange and other laws and regulations.~~

~~The Independent Directors shall ensure that they have sufficient time and energy to effectively perform their duties and hold a concurrent post for at most five listed companies (including the Company).~~

~~**Article 21** The Independent Director shall be obliged for honesty and diligence to the Company and all of shareholders. The Independent Directors shall faithfully perform their duties and safeguard overall interests of the Company, especially to hold minority shareholders harmless against their legitimate rights and interests according to related laws and regulations, the Articles and other relevant provisions.~~

~~**Article 22** The Independent Directors shall independently perform their duties and shall not be affected by major shareholders and the actual controller of the Company or any unit or individuals who had a vital stake with the Company or its major shareholders or actual controllers.~~

~~**Article 23** In order to put into full play as an Independent Director, except for those authorities granted according to the Company Law and other related laws and regulations, the Independent Directors~~ shall also be entitled lori related laws s0.266 0 Td[5f)0t49.7313.Danies (including the Company).

~~(2) Propose to the Board of Directors for hiring or dismissing an accounting firm;~~

~~(3) Propose to the Board of Directors for convening an Extraordinary General Meeting;~~

~~(4) Propose to convene a Board meeting;~~

~~(5) Independently hire an audit and advisory body;~~

~~(6) Collect voting rights from shareholders in public before the convening of a General Meeting.~~

~~**Article 24** The significant related parties transactions of the Company, the hiring or dismissing of accounting firm shall be submitted to Board of Directors for discussion unless agreed by more than half of Independent Directors. And the convening of an Extraordinary General Meeting and a board meeting, and the collecting of voting rights from shareholders in public before the convening of a General Meeting proposed by any Independent Director shall be agreed by more than half of Independent Directors. As agreed by all of Independent Directors, the initiating Independent Director could independently hire an audit and advisory body to for audit and consultation for specific matters of the Company. All expenses related to the exercise of authorities of Independent Directors shall be paid by the Company. In case that the proposals above were not adopted or the authorities above failed to be running in normal, the Company shall disclose such issues.~~

Article 23~~25~~ The following matters shall be submitted to the Board of Directors for consideration with the consent of more than half of all the Independent Directors of the Company:

(1) Related party transactions to be disclosed;

(2) The plan for the change or waiver of undertakings by the Listed Company and related parties;

(3) The decisions made and measures taken by the Board of Directors of the acquired Listed Company in respect of the acquisition;

(4) Other matters stipulated by laws, administrative regulations, departmental regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.~~In case that the proposals above were not adopted or the authorities above failed to be running in normal, the Company shall disclose such issues.~~

Article 24 The Listed Company shall hold regular or irregular meetings attended by all Independent Directors (hereinafter referred to as the Special Meeting(s) of Independent Directors). Matters listed in items 1 to 3 of paragraph 1 of Article 18 and Article 23 of the System shall be considered at a Special Meeting of Independent Directors.

The Special Meetings of Independent Directors may study and discuss other matters of the Company as needed.

The Special Meetings of Independent Directors shall be convened and presided over by an Independent Director elected by more than half of the Independent Directors. Where the convener does not perform or fails to perform his/her duties, two or more Independent Directors may convene and appoint one representative to preside over the meeting.

The Company shall provide convenience and support for the convening of the Special Meetings of Independent Directors.

Article 25 Independent Directors shall perform their duties at the special committees under the Board of Directors of the Company in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association. Independent Directors shall attend the meetings of special committees in person. Where an Independent Director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another Independent Director in writing to attend the meeting on his/her behalf. When an Independent Director pays attention to major matters of the Company within the scope of the special committee's responsibilities while performing his/her duties, he/she may submit such matters to the special committees for discussion and consideration in a timely manner in accordance with the procedures.

Article 26 The Audit Committee of the Board of Directors of the Company is responsible for reviewing the financial information of the Company and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for consideration with the consent of more than half of all members of the Audit Committee:

(1) The disclosure of the financial information in the financial and accounting reports and the regular reports, and the internal control assessment reports;

(2) The appointment or removal of an accounting firm which engages in the audit business of the Listed Company;

(3) The appointment or removal of the financial officer of the Listed Company;

(4) The changes in accounting policies and accounting estimates or correction in significant accounting errors for reasons other than changes in accounting standards;

(5) Other matters stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

The Audit Committee shall convene a meeting at least once a quarter. When proposed by two and more members or considered necessary by the convenor, a provisional meeting shall be convened. Meetings of the Audit Committee may be held when more than 2/3 of the members are present.

Article ~~26~~27 The Nomination Committee under the Board of Directors of the Company is responsible for formulating the criteria and procedures for the selection of Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters:

(1) The nomination or appointment of a Director;

(2) The appointment or removal of senior management;

(3) Other matters stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

If the Board of Directors has not adopted or fully adopted the recommendations of the Nomination Committee, it shall state the opinions of the Nomination Committee and the specific reasons for not adopting in the resolutions of the Board of Directors, and disclose such matter. ~~In the Remuneration Committee, the Audit Committee and the Nomination Committee under the Company, Independent Directors shall account for more than half of members of such committees and act as the chair person of the committees.~~

Article 28 The Remuneration Committee under the Board of Directors of the Company is responsible for formulating the assessment criteria for Directors and senior management and conducting assessments, formulating and reviewing the policies for and proposals on the remuneration of Directors and senior

(3) The shareholding plan arranged by Directors and senior management in the proposed spin-off of subsidiaries;

(4) Other matters stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

If the Board of Directors has not adopted or fully adopted the recommendations of the Remuneration Committee, it shall state the opinions of the Remuneration Committee and the specific reasons for not adopting in the resolutions of the Board of Directors, and disclose such matter.

~~**Article 27** The Independent Directors shall be obliged to keep business secrets of the Company in confidential.~~

~~**Article 28** If slack to perform the obligations and brought loss to the Company or its shareholders, the Independent Directors shall bear some liabilities for damage.~~

Article 29 Independent Directors shall work at the Company on site for no less than 15 days each year.

In addition to attending the Shareholders' Meeting, Board of Directors and its special committees, and Special Meetings of Independent Directors as required, Independent Directors may perform their duties by obtaining information on the operation of Listed Company, listening to reports from the management, communicating with the person in charge of the internal audit department and intermediaries such as the accounting firm undertaking the audit business of Listed Company, conducting on-site visits and communicating with minority Shareholders on a regular basis.

Article 30 The Board of Directors of the Company and its special committees, and Special Meetings of Independent Directors shall prepare meeting minutes as required, and the opinions of Independent Directors shall be recorded in the meeting minutes. Independent Directors shall sign for confirmation on the meeting minutes.

Independent Directors shall prepare the work records and record in detail the performance of their duties. Information obtained by Independent Directors in the course of performing their duties, relevant meeting minutes and communication records with the staff of Listed Company and intermediaries, etc. constitute an integral part of the work records. For important contents in the work records, Independent Directors may request the secretary to the Board of Directors and other relevant personnel to sign for confirmation, and Listed Company and relevant personnel shall cooperate.

The work records of Independent Directors and the information provided by Listed Company to Independent Directors shall be stored at least for ten years.

Article 31 The Company shall improve the communication mechanism between Independent Directors and minority shareholders, and Independent Directors may verify with the Company on the issues raised by investors in a timely manner.

Article 32 Independent Directors shall provide the annual general meeting of the Company the Annual Work Report to explain their conditions on performance of duties. The Annual Work Report shall include the following:

(1) Number of times and method of attendance at the Board of Directors and the voting results, and number of times of attendance at the General Meeting of the Company;

(2) Participation in the special committees of the Board of Directors and the Special Meetings of Independent Directors;

Chapter 64 ~~Independent Opinions of Independent Directors~~ Duty Performance Guarantee

~~**Article 30** In addition to performing above duties, the Independent Directors could also give their independent opinions on following cases to the Board of Directors or General Meeting, which shall include but be not limited to:~~

~~(1) Nomination, appointment and removal of directors;~~

~~(2) Hire or dismissal of senior managers;~~

~~(3) Remuneration of directors and senior managers of the Company;~~

~~(4) Whether the existing or newly occurring loans or other capital transactions to the Company by the shareholders, the actual controllers and their affiliates, whose total amount (determined subject to effective rules published from time to time when the shares of the Company were traded) shall be reviewed by the Board of Directors or General Meeting, and whether the Company shall take effective measures to recover such arrears;~~

~~(5) The Board of Directors failed to make cash profit distribution plan;~~

~~(6) In the annual report, make special statement for accumulative and current external guarantees of the Company and give their independent opinions;~~

~~(7) Matters which the Independent Directors held may damage the interests of minority shareholders;~~

~~(8) Other matters as required in national laws and regulation, the Articles and related provisions of the Stock Exchange.~~

~~All opinions from Independent Directors shall be specified in the Resolution of the Board of Directors.~~

~~**Article 31** The Independent Directors could give one of following opinions on above matters, agree, reserve and the reason, disagree and the reason, unable to give any opinion and the obstacle.~~

~~**Article 32** The Independent Directors shall be diligent and conscientious and ensure sufficient time to perform their duties.~~

~~**Article 33** The Board meeting shall be attended by Independent Directors in person, if failed to be present for reasons, they could appoint another Independent Director in written as a representative to attend such meeting.~~

~~The Power of Attorney shall include the name, the representative matters, the authorities and validity period of the proxy. And the Power of Attorney shall make clear the specific opinion by the principal on each matter under review.~~

~~Independent Directors who attended the Board Meeting on behalf shall exercise the rights of Independent Directors to the extent authorized.~~

~~**Article 34** Independent Directors should attend the Board Meeting on time, understand the operating conditions of the Company and be initiative to obtain information and files required for decision making.~~

~~**Article 35** Independent Directors shall provide the General Meeting of Shareholder of the Company the Annual Work Report to explain their conditions on performance of duties.~~

~~**Article 36** In case any related matter is needed to be disclosed, the Company shall publish the opinions of Independent Directors, and if such directors failed to reach an agreement on different opinions, the Board of Directors shall disclose their opinions respectively.~~

~~Chapter 7 Working Conditions of Independent Directors~~

Article ~~37~~34 The Company shall provide the necessary working conditions and personnel support for Independent Directors for effective functioning of their authorities~~.~~, and designate special departments and special personnel such as the office of the Board of Directors and the secretary to the Board of Directors to assist Independent Directors to perform their duties.

The secretary to the Board of Directors shall ensure effective flow of information between the Independent Directors and other directors, senior management and other relevant persons, and ensure that the Independent Directors would be provided with sufficient resources and necessary professional advice to perform their duties.

Article ~~38~~35 The Company shall ensure to grant right to know to Independent Directors that are the same with other directors. In order to ensure that the Independent Directors perform their duties effectively, the Company shall regularly report the Company's operation and provide information to the Independent Directors, organize or cooperate with the Independent Directors in carrying out on-site inspection.

~~All matters decided on Board meeting shall be notified to independent directors by the Company within specified period, whilst the Company shall provide sufficient files and information and shall supplement such files if the Independent Directors considered the information to be insufficient. If two or more than two Independent Directors considered insufficient information or unclear demonstration, they could propose to the Board of Directors in written by jointly signing to delay the convening of Board meeting or delay the review of such matters, the Board of Directors shall adopt such proposals.~~

~~All information provided to Independent Directors by the Company shall be stored at least for 5 years by the Company and the Independent Directors in person.~~ The Company may organize Independent Directors to participate in analysis and discussions before the Board of Directors considers major and complicated matters, so as to fully listen to the views of the Independent Directors and provide timely feedback to the Independent Directors on the adoption of their views.

Article 36 The Company shall give notices of Board meetings to Independent Directors in a timely manner, provide relevant meeting information no later than the notice period for Board meetings stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, or the Articles of Association, and provide Independent Directors with an effective channel of communication; where a meeting of the special committee of the Board of Directors is convened, the Company shall provide relevant data and information no later than three days prior to the convening of the meeting of the special committee of the Board of Directors in principle. The Company shall keep the above meeting information for at least ten years.

If two or more Independent Directors consider that meeting documents are incomplete and the rationales are inadequate or the provision is not timely, they may propose in writing to the Board of Directors to postpone the convening of the meeting or postpone the consideration of the matter, and the Board of Directors shall adopt such proposal.

Article ~~39~~37 When Independent Directors perform their duties, related staff of the Company, including directors and senior management shall cooperate and shall not refuse, obstruct or conceal relevant information and not interfere with their independent performance.

~~The Company shall regularly report the operating condition and organize Independent Directors for site visiting if necessary.~~

If Independent Directors face impediments when exercising their functions and powers according to law, they may explain the circumstances to the Board of Directors, request cooperation from the directors, senior management and other relevant staff, and record the specific circumstances of the impediments and the resolution in their work record; if the impediments still cannot be removed, they may be reported to the CSRC and the stock exchange.

If the performance of duties by an Independent Director involves information that should be disclosed, the Listed Company shall handle the disclosure in a timely manner; if the Listed Company refuses to disclose such information, the Independent Director may directly apply for disclosure or report the matter to the CSRC and the stock exchange.

~~**Article 40** Secretary of the Board shall actively coordinate with Independent Directors to perform their duties and shall publish all required independent opinions, proposals and written statements on time.~~

~~**Article 41** Upon exercising the authorities as Independent Directors, all related person in the Company shall give active coordination, and such person shall nor refuse, obstruct or conceal, or interfere the exercise of such independent authorities.~~

Article ~~42~~38 All expenses on hiring agency and exercising of authorities (such as official trip and communication cost) by Independent Directors shall be paid by the Company.

Article 39 The Company could establish a Liability Insurance System for Independent Directors if necessary to minimize the risks caused by Independent Directors on normal performing of their duties.

Article ~~43~~40 The Company will provide appropriate allowance to Independent Directors commensurate with their duties. Allowance rates shall be planned by Board of Directors, be reviewed and approved by General Meeting and shall be disclosed in the Annual Report of the Company.

In addition to above allowances, no Independent Director shall receive ~~any additional or~~ any other interests ~~undisclosed~~ from the Company and its major shareholders, the actual controller or any ~~agency~~unit or person interested.

Chapter 5~~8~~ Supplementary Provisions

Article ~~44~~41 The following expressions herein have the meanings:

(1) Substantial shareholders refer to shareholders holding more than 5% of the shares of a listed company or shareholders holding less than 5% of the shares of a listed company but having significant influence over the listed company;

(2) Minority shareholders refer to shareholders who individually or collectively hold less than 5% of the shares of a listed company and do not serve as directors, supervisors or senior management of the listed company;

(3) Affiliates refer to enterprises that are directly or indirectly controlled by the relevant entity;

(4) Major social relations refer to his or her brothers and sisters, spouses of his or her brothers and sisters, parents-in-law, brothers and sisters of his or her spouse, sons- and daughters-in-law, parents of his or her children's spouses etc.

Article 42 The terms “above” and “lower than” under the System are inclusive, while “exceeding” and “more than” are exclusive.

Article 43 Any matter undefined in this System shall be subject to national related laws and regulations, department rules and regulations, normative documents, other relevant normative documents and the regulatory rules of the place where the Company’s shares are listed. If the provisions of these rules are inconsistent with relevant laws, administrative regulations, departmental rules and regulations, other relevant normative documents and the regulatory rules of the place where the Company’s shares are listed, the relevant laws, administrative regulations, departmental rules and regulations, other relevant normative documents and the regulatory rules of the place where the Company’s shares are listed shall prevail firstly. ~~the Articles and listing rules of Shanghai Stock Exchange and Hong Kong Stock Exchange.~~

~~Any conflict between the Implementing Regulations and the further national laws, administrative regulations, department rules and regulations, or revised Articles or listing rules of Shanghai Stock Exchange and Hong Kong Stock Exchange revised from time to time, shall be subject to such national laws, administrative regulations, department rules and regulations the Articles and the listing rules of Shanghai Stock Exchange and Hong Kong Stock Exchange.~~

~~**Article 45** The terms “above” and “lower than” under the System are inclusive, while “exceeding” and “more than” are exclusive.~~

Article ~~46~~44 The System will take effect as reviewed and approved by General Meeting of the Company, including the same on revision. ~~However, the provisions under the System that related to Listed Companies in China shall be implemented at the date of initial public offering and listing of such companies.~~

Article ~~47~~45 The Board of Directors of the Company is responsible for interpreting the System.

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福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the "2023 Second EGM") of Flat Glass Group Co., Ltd. (the "Company") will be held at 2:30 p.m. on Friday, 27 October 2023 at the Conference Room, 2nd Floor, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of ordinary or special resolutions as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 9 October 2023:

Ordinary resolution 1.	To declare an interim dividend of RMB0.238 per ordinary Share (before tax) for the six months ended 30 June 2023.
Special resolution 2.	To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.
Special resolution 3.	To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.
Special resolution 4.	To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.
Ordinary resolution 5.	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Directors.
Ordinary resolution 6.	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Supervisors.

Ordinary resolution 7. To consider and approve the proposed amendments to the Working Instructions for Independent Directors.

By order of the Board of
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Jiaxing, Zhejiang Province, the PRC
9 October 2023

As at the date hereof, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

Notes:

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2023 Second EGM, the register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming 2023 Second EGM, all transfer documents must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), for registration before 4:30 p.m. on Friday, 20 October 2023. H Shareholders whose names appear on the register of members of the Company on Friday, 20 October 2023 are entitled to attend and vote at the 2023 Second EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2023 Second EGM will be determined and announced separately in the PRC by the Company.

2. Shareholders who are entitled to attend and vote at the 2023 Second EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

4. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the 2023 Second EGM (i.e. before Thursday, 26 October 2023) (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2023 Second EGM or any adjourned meetings should they so wish.

5. Shareholders or their proxies shall provide their identification documents when attending the 2023 Second EGM.

6. Shareholders attending the 2023 Second EGM shall be responsible for their own travel and accommodation expenses.

7. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.

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福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

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

(Stock code: 6865)

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 Second H Share Class Meeting of Flat Glass Group Co., Ltd. (the "Company") will be held at 2:30 p.m. on Friday, 27 October 2023 at the Conference Room, Administrative Building, Flat Glass Group Co., Ltd., 959 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of special resolutions. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 9 October 2023:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.

2. To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.

3. To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.

By order of the Board of
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Jiaxing, Zhejiang Province, the PRC
9 October 2023

As at the date hereof, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu and the independent non-executive Directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

Notes:

1. H Shareholders whose names appear on the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, on Friday, 20 October 2023 are eligible to attend the 2023 Second H Share Class Meeting. To qualify for attendance and vote at the 2023 Second H Share Class Meeting, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 20 October 2023.

2. A member eligible to attend and vote at the 2023 Second H Share Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy needs not be a Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of a H Shareholder or his attorney duly authorized in writing. If the H Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

4. In order to be valid, the proxy form must be deposited by hand or by post to the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time designated for holding of the 2023 Second H Share Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the a Shareholder from attending and voting in person at the 2023 Second H Share Class Meeting or any adjourned meetings should they so wish.

5. A H Shareholder or his proxy shall produce proof of identity when attending the 2023 Second H Share Class Meeting. If a H Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such H Shareholder may attend the 2023 Second H Share Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such H Shareholder appointing such person(s) to attend the meeting.

6. Shareholders who attend shall bear their own travelling and accommodation expenses.

7. The register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023 (both days inclusive).

8. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.