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# **Tianjin TEDA Biomedical Engineering Company Limited**

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

## **The Articles of Association**

Revised on 10 August 2009

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**The Articles of Association of  
Tianjin TEDA Biomedical Engineering Company Limited**

**Chapter 1 General Provisions**

Article 1 Our company (or “the Company”) is a joint stock company with limited liability established under “The Company Law of the People’s Republic of China”, “State Council’s Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” and other relevant laws and administrative regulations of the State.

The Company, having been approved by the Tianjin Municipal People's Government upon its Document Jin Gu Pi [2000] No.12 “Approval of Establishment of Tianjin TEDA Bio-Tech Company Limited (關於同意設立天津泰達生物科技股份有限公司的批復)” issued on 6 September 2000 and established by way of promotion, was registered with the Administration for Industry and Commerce of Tianjin Municipality on 8 September 2000. The business license number of the Company is 120000400079646. The promoters of the Company are: Tianjin TEDA International Incubator (天津泰達國際創業中心), Tianjin Development Zone Shuang You Technology Development Company Limited (天津開發區雙友科技發展有限公司), Gu Hanqing (顧漢卿), Xie Kehua (謝克華), Yang Fusheng (楊福生), Wu Xiaofang (吳曉芳).

(Article 1 of Mandatory Provisions)

Article 2 The registered name of the Company:

Chinese: 天津泰達生物醫學工程股份有限公司

English: Tianjin TEDA Biomedical Engineering Co., Ltd.

(Article 2 of Mandatory Provisions)

Article 3 The address of the Company:

12 Taihua Road, Fifth Street, Development Zone, Tianjin, Postal code: 300457

(Article 3 of Mandatory Provisions)

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

(Article 4 of Mandatory Provisions)

Article 5 The term for operation of the Company is indefinite.

(Article 5 of Mandatory Provisions)

Article 6 The Articles of Association of the Company is formulated according to “The Company Law of the People’s Republic of China” (the “Company Law”), the “State Council’s Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款)” (the “Mandatory Provisions”) and other relevant laws and administrative regulations of the State.

Article 7 From the effective date of the Articles of Association of the Company (the “Articles”), the Articles constitute a legally binding document governing the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders, and of the shareholders inter se.

(Article 6 of Mandatory Provisions)

Article 8 The Articles shall be binding on the Company and its shareholders, directors, supervisors, general manager and other senior management members. The aforesaid personnel may, pursuant to the Articles, make claims relating the affairs of the Company.

Pursuant to the Articles, shareholders may make claims against the Company, the Company may make claims against shareholders, shareholders may make claims against other shareholders, and shareholders may make claims against the Company’s directors, supervisors, general manager and other senior management members.

In this Article, “claims” include legal proceedings in court and arbitration proceedings.

(Article 7 of Mandatory Provisions)

Article 9 The Company may invest in other companies with limited liability and joint stock limited companies, and the liabilities of the Company shall be limited to the amount of capital contribution made. The Company shall not be a shareholder with unlimited liabilities of any other organisations operating for profits.

Subject to the approval of the regulatory authority for the examination and approval of companies as authorised by the State Council, the Company may, according to its operation and management needs, operate as a holding company in accordance with Clause 2 of Article 12 of the Company Law.

(Article 8 of Mandatory Provisions)

Article 10 The Company is an independent corporate legal person. All the Company’s acts shall comply with the laws and regulations in the PRC and jurisdictions in which overseas listed foreign shares are listed and safeguard the lawful interests of its shareholders.

Subject to compliance with laws and administrative regulations of the PRC, the Company has financing rights or borrowing rights. The financing rights of the Company includes (but not limited to) issue of debentures, charging or mortgaging in part or all of its undertakings, properties and other rights as permitted by laws and administrative

regulations of the PRC. However, the Company shall exercise such rights without infringing or abolishing the rights of any class of shareholders.

The board of directors of the Company (the "Board") may, in accordance with the decision made in the shareholders' general meeting and having obtained the approval of the relevant governmental bureau, enter into the financing or borrowing acts as aforesaid.

## **Chapter 2 Objects and Scope of Business**

Article 11 The business objective of the Company is to develop biological technologies, research and develop new biotechnical products, and promote the health level of people.

(Article 9 of Mandatory Provisions)

Article 12 The scope of business of the Company shall be subject to those being approved by the company registration authority of the People's Republic of China.

The scope of business of the Company includes: the research, development, production and sales of biomedical engineering related and biotechnological related products (including biomaterials and medical equipment), and the related technical services (where special operation requirements of the State are applicable to the above scope, it shall be subject to such requirements); the domestic wholesale of compound fertilizers, mixed fertilizers, chemical fertilizers and biological fertilizers; and the research and development, promotion and application of eco-agricultural chemicals.

(Article 10 of Mandatory Provisions)

Article 13 With the approval by resolutions in the shareholders' general meeting and approval of relevant state authorities in charge, the Company may adjust its scope of business or investment directions and methods in response to changes in the domestic and international markets, the demand of domestic and overseas businesses and its own development capabilities.

## **Chapter 3 Shares and Registered Capital**

Article 14 The Company shall have ordinary shares at all times. Upon obtaining approval from the authority for the examination and approval of companies authorised by the State Council, the Company may, depending on its requirements, issue other types of shares.

(Article 11 of Mandatory Provisions)

Article 15 Shares issued by the Company shall have a par value of Renminbi 0.1 yuan each.

The Renminbi as referred to in the preceding paragraph refers to the lawful currency of the People's Republic of China.

(Article 12 of Mandatory Provisions)

Article 16 The Company may, upon obtaining approval from the securities regulatory authority under the State Council, issue shares to domestic investors and overseas investors.

“Overseas Investors” as referred to in the preceding paragraph refer to investors from foreign countries and Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company; and the “Domestic Investors” refer to investors in the People’s Republic of China (other than the regions as aforesaid) who subscribe for shares issued by the Company.

(Article 13 of Mandatory Provisions)

Article 17 Shares issued by the Company to domestic investors for subscription in Renminbi are referred to as “domestic shares”. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as “foreign shares”. Foreign shares which are listed outside the Mainland are referred to as “overseas listed foreign shares”.

“Foreign currencies” as referred to in the preceding paragraph refers to the lawful currency of countries or regions outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to pay the share price to the Company.

(Article 14 of Mandatory Provisions)

Article 18 Overseas listed foreign shares issued by the Company and which are listed in Hong Kong shall be referred to as “H shares”. H shares are shares which have been approved by the relevant authorities under the State bureau and admitted for listing on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), the par value of which is denominated in Renminbi and are subscribed for and traded in Hong Kong dollars. H shares shall rank pari passu with the domestic shares in terms of allocation of the Company’s dividend and assets. [Appendix III-9 of GEM Listing Rules]

Article 19 Upon approval by the authority for the examination and approval of companies as authorised by the State Council, the Company at the time of its establishment issued a total amount of 300,000,000 ordinary shares which were subscribed by its promoters and represent 100% of the total number of ordinary shares issued by the Company, of which 25,500 shares held by Tianjin TEDA International Incubator, 10,000,000 shares held by Tianjin TEDA Shuang You Technology Development Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), 9,000,000 shares held by Xie Kehua (謝克華), 2,000,000 shares held by Yang Fusheng (楊福生) and 10,000,000 shares held by Wu Xiaofang (吳曉芳), representing 85%, 3.33%, 4.67%, 3%, 0.67% and 3.33% of the total shares respectively.

(Article 15 of Mandatory Provisions)

Article 20 Following several times of increase of share capital after its establishment, the Company has issued 1,420,000,000 ordinary shares, including 715,000,000 domestic shares that accounted for 50.35% of the total amount of ordinary shares in issue by the Company and 705,000,000 overseas listed foreign shares that accounted for 49.65% of the total amount of ordinary shares in issue by the Company.

The share capital structure of the Company is as follows: 1,420,000,000 ordinary shares, in which 715,000,000 shares are domestic shares, of which 200,000,000 shares held by Tianjin TEDA International Incubator, the promoter, 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, 12,000,000 shares held by Guangzhou Wenguang Media Company Limited, 10,000,000 shares held by Beijing Zhongxing Wuhuan Building Materials Company Limited and 9,000,000 shares held by Xie Kehua, the promoter; and 705,000,000 shares held by shareholders of overseas listed foreign shares.

(Article 16 of Mandatory Provisions) [Appendix III-9 of GEM Listing Rules]

Article 21 Where proposed issue of overseas listed foreign shares and domestic shares being approved by the securities regulatory authority under the State Council, the Board may arrange these shares to be issued separately.

Pursuant to the provision as referred to in the preceding paragraph, the Company's plan for issues of overseas listed foreign shares and domestic shares may be separately implemented within 15 months from the date of the approval by the securities regulatory authority under the State Council.

(Article 17 of Mandatory Provisions)

Article 22 The respective total number of overseas listed foreign shares and domestic shares that the Company has resolved to issue separately are required to be fully subscribed in their offering on an one-off basis; under special circumstances where they cannot be fully subscribed in their offering on an one-off basis, the shares may be issued by installments with the approval of the securities regulatory authority under the State Council.

(Article 18 of Mandatory Provisions)

Article 23 The registered capital of the Company will increase to RMB142,000,000 after completion of capital increase in domestic shares. The registered capital of the Company shall be registered with the administration authority for Industry and Commerce and filed with the authority for the examination and approval of companies as authorised by the State Council and the securities regulatory authority under the State Council.

(Article 19 of Mandatory Provisions)

Article 24 The Company may, depending on its operation and development requirements, increase its capital pursuant to the approval required under the relevant provisions of the Articles.

The Company may increase its capital by way of:

- (1) offer of new shares to investors not particularly designated;
- (2) right issue to existing shareholders;

- (3) bonus issue of new shares to existing shareholders;
- (4) other methods as permitted by laws and administrative regulations.

Where the Company proposes to increase its capital by issuing new shares, it shall seek approval according to the relevant provisions of the Articles, and then proceed according to the laws and administrative regulations of the State.

(Article 20 of Mandatory Provisions)

Article 25 Subject to contrary provisions in any laws and administrative regulations, the shares of the Company may be freely transferred, clear of any lien.

(Article 21 of Mandatory Provisions) [Appendix III-1(2) of GEM Listing Rules]

Article 26 Where the H shares are transferred according to the provisions of the Articles, the share transferees may request to have their name (name of H share) recorded in the register of members maintained in Hong Kong as the holder of such shares pursuant to the provisions of the Articles.

Article 27 All issued H shares shall be recorded in the register of members maintained in Hong Kong as required to be kept pursuant to Article 46 (2) of the Articles.

Article 28 The transfer of all or part of the shares by any holders of H shares shall be made by the standard transfer form prescribed by the Hong Kong Stock Exchange. The instrument of transfer shall be signed by hand or in a machine-printed format by the transferor and transferee. [Appendix III-1(iv) of GEM Listing Rules]

Article 29 The Company shall ensure that the share certificates of all H shares carry the following representations, and instruct and cause the share registrar of the Company to refuse to register any person as holder of any shares of the Company subscribed, purchased or transferred unless and until the person has produced to the share registrar a duly signed form carrying the following representations:

- (1) The purchaser agrees with the Company and each shareholder, and the Company agrees with each shareholder, to observe and comply with the Company Law and other relevant laws, administrative regulations as well as the Articles;
- (2) The purchaser agrees with the Company, each shareholder, director, supervisor and management members of the Company, and the Company on behalf of itself and each director, supervisor and management members, agrees with each shareholder, to refer to arbitration for all disputes and claims concerning the Articles or any rights or obligations provided for in the Company Law and other relevant laws and administrative regulations, and to authorize the arbitration to be conducted by public hearing and the result of the arbitration to be publicly announced;
- (3) The purchaser and the Company and the shareholders of the Company have agreed that shares of the Company can be freely transferred by shareholders;



- (4) The purchaser authorizes the Company to represent him/her to enter into an agreement with the directors and management members of the Company whereby the directors and management members promise to bear and comply with their duties to shareholders provided for in the Articles.

Article 30 The H shares of the Company are listed and traded in Hong Kong Stock Exchange.

#### **Chapter 4 Reduction of Capital and Repurchase of Shares**

Article 31 The Company may reduce its registered capital in accordance with the provisions of the Articles.

(Article 22 of Mandatory Provisions)

Article 32 When the Company proposes to reduce its registered capital, it shall must draw up a balance sheet and a list of assets.

The Company shall notify its creditors within ten (10) days from the date of the resolution authorising the reduction of registered capital and publish a public notice in newspapers at least three (3) times within thirty (30) days from that date. Creditors shall, within thirty (30) days of receiving the notice or ninety (90) days of the first publication of the public notice (for those who have not received a notification), have a right to require the Company to settle its debt or to offer corresponding guarantees for their settlement.

The registered share capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.

(Article 23 of Mandatory Provisions)

Article 33 In the following circumstances, the Company may repurchase its issued shares outstanding subject to approval in accordance with the procedures set out in the Articles and by the relevant regulatory authority of the State:

- (1) to cancel shares for purpose of capital reduction;
- (2) to amalgamate with another company which holds shares in the Company;
- (3) other circumstances which are permitted by laws and administrative regulations.

(Article 24 of Mandatory Provisions )

Article 34 The Company may, with the approval of the relevant regulatory authority of the State for share repurchase, carry it out in one of the following manners:

- (1) an offer to repurchase made to all shareholders in equal proportions;
- (2) to repurchase through open transactions in stock exchanges;

(3) to repurchase through off-market agreements outside a stock exchange.

(Article 25 of Mandatory Provisions)

Article 35 Where the Company repurchases its shares by way of agreement outside a stock exchange, it shall seek prior approval of the shareholders in shareholders' general meeting under the relevant provisions of the Articles. The Company may rescind or vary the abovementioned agreement so entered into by the Company or waive any of its rights thereunder with prior approval by the shareholders in shareholders' general meeting obtained in the manner mentioned above.

An "agreement for the repurchase of shares" as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase shares or to acquire the right to repurchase shares.

The Company shall not assign an agreement to repurchase its own shares or any rights provided thereunder.

(Article 26 of Mandatory Provisions)

Article 36 Shares repurchased in accordance with the laws by the Company shall be cancelled within the period prescribed by laws and administrative regulations, and the Company shall apply to the original company registration authority for alteration of its registered capital.

The amount of the Company's registered capital shall be reduced by the aggregate par value of the shares cancelled.

(Article 27 of Mandatory Provisions)

Article 37 Unless the Company is in the course of liquidation, it must comply with the following provisions in repurchasing its issued shares outstanding:

- (1) Where the Company repurchases its shares at their par value, the amount of the total par value shall be deducted from of the Company's distributable profits or out of the proceeds of a fresh issue of shares made for that purpose;
- (2) Where the Company repurchases its shares at a premium, an amount equivalent to their total par value shall be deducted from the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of their par value shall be effected as follows:
  - (i) if the shares being repurchased were issued at their par value, payment shall be made out of the distributable profits of the Company; or

- (ii) if the shares being repurchased were issued at a premium, payment shall be made out of the distributable profits of the Company or the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the Company's share premium account (inclusive of the premiums from the fresh issue);
- (3) Payment by the Company for the following uses shall be made out of the Company's distributable profits:
  - (i) the acquisition of rights to repurchase shares of the Company;
  - (ii) the variation of any contract to repurchase shares of the Company;
  - (iii) the release of any of the Company's obligations under any contract to repurchase shares of the Company.
- (4) To the extent that shares are repurchased out of an amount deducted from the distributable profits of the Company, the amount of the Company's registered capital reduced under the relevant requirements shall be transferred to the Company's share premium account.

(Article 28 of Mandatory Provisions)

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

**Article 38** The Company or its subsidiaries shall not at any time give financial assistance in any way to any person acquiring or proposing to acquire shares in the Company. The abovementioned persons acquiring shares in the Company include those who have incurred, directly or indirectly, any liability for the purpose of acquiring shares in the Company.

The Company or its subsidiaries shall not at any time give financial assistance in any way to the persons who have incurred such liability for the purpose of reducing or discharging that liability.

This Article is not applicable to the circumstances described in Article 40.

(Article 29 of Mandatory Provisions)

**Article 39** In this chapter, financial assistance includes, but not limited to, the following:

- (1) by way of gift;
- (2) by means of guarantee (including the provision of an undertaking or property to secure the performance of obligations by the obligor), or indemnity, other than an indemnity in respect of the Company's own neglect or default or by way of release or waiver;

- (3) by means of a loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party to the agreement, or by the novation of, or the assignment of rights arising under, the aforesaid loan or agreement;
- (4) any other form of financial assistance given by the Company where the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.

In this chapter, incurring a liability includes the incurring of a liability by making an agreement or arrangement (whether enforceable, and whether made on his own account or jointly with any other person), or through changing one's financial position by any other means.

(Article 30 of Mandatory Provisions)

Article 40 The following activities shall not be treated as being prohibited by Article 38:

- (1) the provision of financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;
- (2) a lawful distribution of the Company's assets by way of dividend;
- (3) the allotment of bonus shares by means of dividend;
- (4) a reduction of registered capital, a repurchase of shares or a reorganization of the share structure pursuant to the Articles;
- (5) the lending of money by the Company in the ordinary course of its business where the lending of money is part of the scope of business of the Company (but only if the Company has net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, the financial assistance is provided out of the Company's distributable profits); and
- (6) the provision of money by the Company for contributions to employees' share schemes (but only if the Company's net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, the financial assistance is provided out of the Company's distributable profits).

## **Chapter 6 Share Certificates and Register of Shareholders**

Article 41 Share certificates of the Company shall be in registered form.

The following major items shall be specified on the share certificate of the Company:

- (1) the Company's name;

- (2) the date of incorporation of the Company as registered;
- (3) the class, the par value and the number of shares represented by the share certificate;
- (4) the serial number of the share certificate;
- (5) other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.

(Article 32 of Mandatory Provisions)

Article 42 Share certificates shall be signed by the Chairman. Where the signatures of other senior management members of the Company are required by the stock exchange(s) on which the shares of the Company are listed, the share certificates shall also be signed by those senior management members. The share certificates shall take effect upon affixing the Company's special securities seal which shall be authorized by the Board. The signatures of the Chairman of the Company or other relevant senior management members appearing on the share certificates may also be in printed form.

(Article 33 of Mandatory Provisions)[Appendix III-2(i) of GEM Listing Rules]

Article 43 The Company shall keep a register of shareholders to keep the following particulars:

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

The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.

(Article 34 of Mandatory Provisions)

Article 44 The Company may, pursuant to any memorandum of understanding or agreement reached between the securities regulatory authority under the State Council and overseas securities regulatory authority, keep the original register of the foreign shareholders of overseas listed foreign shares in any place outside the PRC, and entrust its administration to an overseas agency. The original register of shareholders of H shares shall be kept in Hong Kong.

[Appendix XI-C(b) of GEM Listing Rules]

The Company shall maintain a copy of the register of the foreign shareholders of overseas listed foreign shares at the address of the Company; the entrusted overseas agent shall ensure that the original and the duplicate copies of the register of the foreign shareholders of overseas listed foreign shares are consistent at all times.

Where the original and the duplicate copies of the register of the foreign shareholders of overseas listed foreign shares are not consistent, the original copy shall prevail.

(Article 35 of Mandatory Provisions)

Article 45 The Company shall maintain a complete register of shareholders.

The register of shareholders shall contain the following parts:

- (1) a part maintained at the Company's legal address consisting of those other than that required under paragraph (2) and (3) of this Article;
- (2) the register of shareholders of H shares of the Company kept in Hong Kong;
- (3) any other such parts maintained at such other place as the Board may consider necessary for listing purposes.

(Article 36 of Mandatory Provisions)

Article 46 Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.

The alteration or rectification of each part of the register of shareholders shall be determined in accordance with the laws of its sites.

(Article 37 of Mandatory Provisions)

Article 47 All paid-up H shares are freely transferable in accordance with the Articles without limitation of any lien of the Company; however, the Board may refuse to recognize any instrument of transfer without giving any reason unless such transfer satisfies the following conditions:

[Appendix III-1(i), 1(ii) of GEM Listing Rules]

- (1) payment of a fee of HK\$2.5 per instrument of transfer or the higher amount as revised by the latest GEM Listing Rules of Hong Kong Stock Exchange, to the Company for the registration of any transfer document(s) or other document(s) relating to or affecting the ownership of the shares in question or the change of ownership of those shares;
- (2) the instrument of transfer relates to the H shares only;
- (3) payment in full of any stamp duty due on the instrument of transfer;

- (4) production of the relevant share certificates and any other evidence reasonably required by the Board to prove the transferor's right to make the transfer;
- (5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four (4); [Appendix III-1(iii) of GEM Listing Rules]
- (6) the instrument of transfer shall be the standard transfer form required by Hong Kong Stock Exchange.

[Appendix III-1(iv) of GEM Listing Rules]

Article 48 Transfers shall not be entered in the register of shareholders within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days before the benchmark date set by the Company for the purpose of distribution of dividends.

(Article 38 of Mandatory Provisions)

Article 49 For the purposes of convening a shareholders' general meeting, distribution of dividends, liquidation or other activities requiring the determination of who is a shareholder, the Board shall designate a date to be the record date. Shareholders whose names appear on the register of shareholders at the end of that day are the shareholders of the Company.

(Article 39 of Mandatory Provisions)

Article 50 Any person who challenges the information set out in the register of shareholders by requiring his (its) name to be entered in or removed from the register of shareholders may apply to a competent court with jurisdiction for rectification of the register of the shareholders.

(Article 40 of Mandatory Provisions)

Article 51 Any person who is a registered holder of shares in the Company or who claims to be entitled to have his name entered into the register of shareholders in respect of shares in the Company may, if it appears that the certificate relating to the shares ("the original certificate") is lost, apply to the Company for a new share certificate in respect of such shares (the "relevant shares").

Where holders of domestic shares have lost their share certificates and apply for their replacement shall be dealt with in accordance with the provisions of Article 150 of the Company Law.

Where holders of overseas listed foreign shares have lost their share certificates and apply for their replacement may be dealt with in accordance with the laws, the rules of the stock exchange and other relevant requirements of the place that the original register of holders of overseas listed foreign shares is kept.

The application for replacement of share certificates by holders of H shares shall comply with the following requirements:

- (1) The applicant shall submit an application to the Company in prescribed form accompanied by a notary certificate or statutory declaration stating the grounds upon which the application is made, the circumstances for such loss and the evidence thereof and that no other person shall be entitled to enter his name on the register of shareholders in respect of the relevant shares.
- (2) No declaration has been received by the Company from a person other than the applicant for having his name being registered as a holder of the relevant shares before the Company came to a decision to issue the replacement share certificate.
- (3) The Company shall, if it decides to issue a replacement share certificate, publish a notice of its intention in such newspapers or periodicals as may be prescribed by the Board. The publication must be made at least once every thirty (30) days in a period of ninety (90) days.
- (4) The Company shall, prior to the publication of its notice of intention to issue a replacement certificate:
  - (i) deliver to the Hong Kong Stock Exchange a copy of the notice to be published. The notice may be published upon receiving confirmation from such stock exchange that the notice has been exhibited at its premises. Such exhibition shall be for a period of ninety (90) days.
  - (ii) In the case of an application made without the consent of the registered holder of the relevant shares, the Company shall send by post a photocopy of the notice to be published to such registered shareholder.
- (5) If, upon the expiration of the 90-day period referred to in Paragraph (3) and (4) of this Article, the Company has not received notice of dispute in respect of the relevant shares, the Company may issue a replacement share certificate in accordance with the applicant's request.
- (6) Where the Company issues a replacement share certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of shareholders accordingly.
- (7) All expenses relating to the cancellation of an original share certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant.

(Article 41 of Mandatory Provisions)

#### Article 52

Where the Company issues a replacement share certificate pursuant to the Articles, the name of a bona fide purchaser of the replacement certificate issued or of person who is subsequently registered as a shareholder owning the shares to which the certificates relates, shall not be removed from the register of shareholders.

(Article 42 of Mandatory Provisions)



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

(Article 43 of Mandatory Provisions)

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

Article 54 A shareholder of the Company is a person who legally holds shares of the Company and who has had his name entered into the register of shareholders.

Shareholders enjoy the rights and have obligations according to the class and amount of shares held by them. Shareholders holding shares of the same class enjoy equal rights and have same form of obligations.

In case of joint holders, on the death of any one of such joint holders, only the survivor(s) shall be the only person or persons recognized by the Company as having any title to any such shares, but the Board may require such evidence of death as it may deem fit for the purpose of making amendments to the particulars in the register of shareholders. For joint holders of any share, only the person whose name stands first in the register of shareholders shall be entitled to receive the share certificate relating to such share, notices from the Company, to attend and exercise all the voting rights attached to such share at shareholders' general meetings of the Company, and any notice given to such person shall be deemed to have served to all the joint holders.

(Article 44 of Mandatory Provisions )

Article 55 Holders of ordinary share of the Company is entitled the following rights:

- (1) to collect dividends and other distributions according to the number of shares held by them;
- (2) to attend or appoint proxies to attend shareholders' general meetings and to exercise the voting right;
- (3) to supervise the management of the business operations of the Company and to make recommendations or enquiries;
- (4) to transfer shares in accordance with laws, administrative regulations and the Articles;
- (5) to obtain relevant information in accordance with the provisions of the Articles, which shall include:
  1. the right to a copy of the Articles upon payment of a charge to cover costs; and
  2. the right to inspect and copy after payment of reasonable charges:

- (1) all parts of the register of shareholders;
- (2) personal particulars of directors, supervisors, general managers and other senior management members as follows:
  - (a) present and former forename or surname and any alias;
  - (b) principal address (residence);
  - (c) nationality;
  - (d) full-time and all other part-time occupations and duties;
  - (e) identity documents and their relevant number;
- (3) status of the Company's share capital;
- (4) reports in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate par value, the number and the maximum and minimum price paid for the shares repurchased by the Company and the total costs paid by the Company for this purpose;
- (5) minutes of shareholders' general meetings;
- (6) upon termination or liquidation of the Company, the right to participation in the distribution of the Company's remaining assets in proportion to the shares held by them;
- (7) other rights conferred by laws, administrative regulations and the Articles.

The Company shall not suspend or infringe any right and interests attached to the shares due to any person who has direct or indirect right interests not disclosing his or her rights and interests

(Article 45 of Mandatory Provisions) [Appendix III-12 of GEM Listing Rules]

Article 56 Holders of ordinary share of the Company have the following obligations:

- (1) to comply with the Articles;
- (2) to pay subscription money according to the amount of shares subscribed by them and the method of subscription; and
- (3) to undertake further obligations imposed by laws, administrative regulations and the Articles.

A shareholder is not liable to make any further contribution to share capital other than as agreed by the subscriber of the relevant shares on subscription.

(Article 46 of Mandatory Provisions)

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

- (1) to waive the duty of a director or supervisor to act honestly in the best interests of the Company;
- (2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person), by any means, of the Company's assets, including without limitation, opportunities which are advantageous to the Company; or
- (3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including without limitation, rights to distributions and voting rights, save and except where it was done pursuant to a restructuring submitted to and approved during the shareholders' general meeting in accordance with the Articles.

(Article 47 of Mandatory Provisions)

Article 58 In the preceding Article, controlling shareholder refers to a person who meets any one of the following conditions:

- (1) he alone or acting in concert with others has the power to elect more than half of the Board members;
- (2) he alone or acting in concert with others has the power to exercise or to control the exercise of more than thirty percent (including 30%) of the voting rights in the Company;
- (3) he alone or acting in concert with others holds more than thirty percent (including 30%) of the issued and outstanding shares of the Company;

- (4) he alone or acting in concert with others has de facto control of the Company by any other means.

(Article 48 of Mandatory Provisions)

## **Chapter 8 Shareholders' General Meeting**

Article 59 The shareholders' general meetings is the authority of power of the Company. It exercise its functions and powers according to laws.

(Article 49 of Mandatory Provisions)

Article 60 The shareholders' general meetings shall exercise the following powers:

- (1) to determine the Company's business policies and investment plans;
- (2) to elect and replace supervisors who are representatives of shareholders and determine on matters relating to remuneration of such supervisors;
- (3) to consider and approve reports of the Board;
- (4) to consider and approve reports of the Supervisory Committee;
- (5) to consider and approve the Company's annual financial budget and final accounts;
- (6) to consider and approve the Company's profit distribution proposals and proposals for making up losses;
- (7) to resolve on the increase or reduction of the Company's registered capital;
- (8) to resolve on matters such as merger, division, dissolution and liquidation of the Company;
- (9) to resolve on the issuance of debentures by the Company;
- (10) to resolve on the appointment, removal or non-renewal of the services of an auditor for the Company;
- (11) to amend the Articles;
- (12) to consider and approve proposals submitted by shareholders representing more than five percent (including 5%) of voting shares of the Company;
- (13) other matters which are required by laws, administrative regulations and the Articles to be resolved by the shareholders' general meeting.

(Article 50 of Mandatory Provisions)

Article 61 The Company shall not enter into any contract with any person other than a director, supervisor, general manager, deputy general managers and other senior management members of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the prior approval of shareholders in a shareholders' general meeting.

(Article 51 of Mandatory Provisions)

Article 62 Shareholders' general meetings can be annual general meetings or extraordinary general meetings. Shareholders' general meetings shall be convened by the Board. The annual general meetings shall be convened once a year, and shall take place within six months from the end of the preceding financial year.

The Board shall convene an extraordinary general meeting within two months after the occurrence of any one of the following circumstances:

- (1) where the number of directors is less than the number stipulated in the Company Law or is less than two thirds of the number required by the Articles;
- (2) where the accrued losses of the Company amount to one-third of its total share capital;
- (3) where shareholders holding more than ten percent (including 10%) of the Company's issued shares carrying the right to vote make a request in writing to convene an extraordinary general meeting;
- (4) where the Board considers it necessary or the Supervisory Committee proposes to call for such a meeting;
- (5) where two or more independent non-executive directors make a call for an extraordinary general meeting.

(Article 52 of Mandatory Provisions)

Article 63 Where the Company convenes a shareholders' general meeting, written notice in respect of the matters to be considered and the date and venue of the meeting shall be served to all shareholders whose names appear in the register of shareholders not less than forty-five (45) days before the meeting. Any shareholder intending to attend the shareholders' general meeting should send the Company a reply in writing stating his intention to attend the meeting twenty (20) days before the date of the meeting.

(Article 53 of Mandatory Provisions)

Article 64 In an annual general meeting convened by the Company, shareholders holding more than five percent (including 5%) of the total voting shares of the Company are entitled to propose new resolutions in writing. The Company shall include those matters which are within the scope of duties of the shareholders' general meeting into the agenda of such meeting.

(Article 54 of Mandatory Provisions)

Article 65 Based on the writing replies received twenty (20) days before a shareholders' general meeting, the Company shall calculate the number of shares represented by the shareholders who have intention to attend the shareholders' general meeting. Where the number of voting shares represented by those shareholders reaches more than half of the Company's total number of such shares, the Company may convene the shareholders' general meeting. Otherwise, the Company shall, within five (5) days, inform the shareholders again of the matters to be considered, the date and venue of the meeting by way of public announcement. After making the announcement, the shareholders' general meeting may be convened.

An extraordinary general meeting shall not decide on matters which are not specified in the notice.

(Article 55 of Mandatory Provisions)

Article 66 Notice of shareholders' general meeting shall comply with the following requirements:

- (1) be in writing;
- (2) state the venue, date and time of the meeting;
- (3) state the matters to be discussed at the meeting;
- (4) provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction should be provided in details together with copies of the proposed agreement (if any) and the cause and effect of such a proposal must be properly explained;
- (5) contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, general manager or other senior management members in the transaction proposed and the effect of the proposed transaction on him in his capacity as shareholder in so far as it is different from the effect on the other shareholders of the same class;
- (6) contain the full text of any special resolution proposed for the meeting;
- (7) contain a specific statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder;
- (8) state the time within which and the address to which the relevant instruments appointing the proxies for the meeting are to be delivered.

(Article 56 of Mandatory Provisions)

Article 67 Notice of a shareholders' general meeting of the Company shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic shares, notices of the shareholders' general meetings may be given by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers approved by the securities regulatory authority under the State Council on any day from forty-five (45) to fifty (50) days prior to the meeting. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of the relevant meeting.

(Article 57 of Mandatory Provisions)

Article 68 The accidental omission to give notice of the meeting to, or the non-receipt of such notice by, any person entitled to receive such notice shall not invalidate the meeting or any resolution passed at such meeting.

(Article 58 of Mandatory Provisions)

Article 69 Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one person or more (need not be a shareholder) as his proxy to attend and vote; such proxy could exercise the following rights as entrusted by such shareholder:

- (1) the right of speech of such shareholder at a shareholders' general meeting;
- (2) demand a poll either by him/herself or jointly with others;
- (3) exercise voting rights by show of hands or by way of poll, but such voting rights shall only be exercised by way of poll if more than one proxy have been appointed.

(Article 59 of Mandatory Provisions)

Article 70 The appointment of a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if the appointor is a corporation, either under corporate seal or under the hand of its director or its attorney duly authorised.

(Article 60 of Mandatory Provisions) [Appendix III of GEM Listing Rules - 11(2)]

Article 71 The instrument appointing a proxy shall be deposited at the premises of the Company or such other place specified in the notice of meeting convening such meeting not less than 24 hours before the time for holding such meeting or 24 hours before the specified time demanding a poll. The power of attorney or other authority shall be notarized if such instrument is signed by others authorized by the appointor. The notarized power of attorney or other authority shall be deposited at the premises of the Company or such other place specified in the notice of meeting together with such instrument.

In the case of the appointor being a corporation, its legal representative or person(s) authorized by the Board or other decision-making bodies shall act as representative to attend shareholders' meetings of the Company.

(Article 61 of Mandatory Provisions)

Article 72 The form of the instrument appointing a proxy given to a shareholder by the Board shall allow such shareholder to freely instruct such proxy to vote in favour of or against a resolution, and to give instruction in respect of any item needed to be resolved for each resolution in the meeting. Such instrument shall indicate that if no instruction is given, the proxy can vote at his/her discretion.

(Article 62 of Mandatory Provisions) [Appendix III of GEM Listing Rules - 11(1)]

Article 73 In case of death, incapacitation, revoke of appointment, revoke of authority or the relevant shares have been transferred, as long as the Company has not received a written notice on such issues prior to the relevant meeting, the votes cast by a proxy in accordance with such instrument shall not be invalidated.

(Article 63 of Mandatory Provisions)

Article 74 An individual shareholder attending a shareholders' general meeting in person shall produce his/her identification proof and evidence of his/her shareholdings: a proxy representing his/her shareholder to attend a shareholders' general meeting shall produce his/her identification proof, evidence of his/her shareholdings and the instrument under which he/she is appointed (other than a clearing house (or its agent) (hereinafter referred to as "Clearing House") as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) as well as the identification proof of the agent. In case of a corporate shareholder appointing its legal representative to attend the meeting, the Company has the right to request such legal representative to produce the evidence of shareholdings as being the corporate shareholder, and a valid copy of the resolution by the Board or other governing bodies appointing such legal representative (excluding Clearing House), as well as a valid identification proof and a copy of the power of attorney of that corporate representative. If the corporate shareholder is a Clearing House, it could authorize one person or more whom they think fit to act as its representative at any shareholders' general meeting or any class meeting. However, if more than one person are authorized, the power of attorney shall set out the number and the class of shares in respect of each such persons so authorised. Any person so authorized could exercise the rights on behalf of the Clearing House, as if such person is an individual shareholder of the Company.

Article 75 The resolutions of a shareholders' general meeting are divided into ordinary resolutions and special resolutions.

Passing of an ordinary resolution at a shareholders' general meeting shall be made with more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.



Passing of a special resolution at a shareholders' general meeting shall be made with more than two-thirds of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.

Shareholders (including proxies) present at a shareholders' general meeting shall expressly vote in favour of or against every motion put to be voted. An abstention of vote or abstaining from voting shall not be treated as votes with voting rights when the voting results of such business is being counted.

If any shareholder must abstain from voting or is restricted to vote only in favour of or against a special resolution according to the Articles or the Listing Rules of the GEM of the Stock Exchange, the vote cast in violation of the above requirements or restrictions by such shareholder or his/her proxy shall not be counted as a valid vote.

(Article 64 of Mandatory Provisions)

Article 76 When a shareholder (including proxy) exercise his/her voting rights in respect of the number of shares, with voting rights, represented by him/her at a shareholders' general meeting, each share has one vote.

(Article 65 of Mandatory Provisions)

Article 77 A resolution put to be voted at a shareholders' general meeting shall be decided by show of hands unless a poll is demanded before or after the show of hands by:

- (1) by the chairman of the meeting;
- (2) by at least two shareholders entitled to vote or their proxies;
- (3) by a shareholder or shareholders (including proxies) alone or together representing more than 10% (inclusive 10%) of the shares having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has been carried by a show of hands, and an entry to that effect made in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes in favour or against such resolution carried at the meeting.

The request for a poll could be withdrawn by the proposer.

(Article 66 of Mandatory Provisions)

Article 78 If the motions put to be voted by poll concerns the election of the chairman or adjournment of the meeting, it shall be immediately voted. The other motions put to be voted by poll will be decided by the chairman as to when to vote. The meeting could proceed to discuss other businesses and the poll results will be regarded as made at the meeting.

(Article 67 of Mandatory Provisions)

Article 79 On a poll, a shareholder (including proxy) entitled to two or more votes need not cast all their votes in favour of or against a resolution.

(Article 68 of Mandatory Provisions)

Article 80 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 a casting vote.

(Article 69 of Mandatory Provisions)

Article 81 The following matters shall be passed by an ordinary resolution at a shareholders' general meeting:

- (1) working reports of the Board and Supervisory Committee;
- (2) profit distribution plan and loss compensation plan prepared by the Board;
- (3) removal of any members of Board and Supervisory Committee as well as the manner of compensation and payment;
- (4) annual budgets, final accounts, balance sheet, income statement and other financial statements of the Company;
- (5) other matters apart from those should be passed by special resolutions as required by the laws, administrative regulations or the Articles.

(Article 70 of Mandatory Provisions)

Article 82 The following matters shall be passed by a special resolution at a shareholders' general meeting:

- (1) an increase or reduction of equity, issuance of any class of shares, warrants and other similar securities by the Company;
- (2) an issuance of debentures of the Company;
- (3) a segregation, merger, dissolution and liquidation of the Company;
- (4) amendments to the Articles;
- (5) other matters which are believed to cause material impact to the Company after passing of an ordinary resolution and those required to be passed by special resolutions at a shareholders' general meeting.

(Article 71 of Mandatory Provisions)

Article 83 Shareholders who request to convene an extraordinary general meeting or a class meeting shall follow the procedures set out below:

- (1) Two or more shareholders who in aggregate hold more than 10% (inclusive of 10%) of the shares with voting right in such a proposed meeting may sign one or more written requisitions in the same form and contents, requesting the Board to convene an extraordinary general meeting or a class meeting, and specifying the subject matter of the meeting. The Board shall convene the extraordinary general meeting or class meeting as soon as possible upon receiving the aforesaid written requisitions.

The aforesaid number of shares is based on the date of the written requisitions by the shareholders.

- (2) If the Board fails to give the notice convening the meeting within 30 days from the date of receiving the written requisitions, the shareholders making such requisitions may convene such a meeting by themselves within 4 months from the date of the Board receiving the requisitions. The procedures for convening the meeting shall follow as much as possible those procedures for a shareholders' general meeting convened by the Board.

The Company shall bear all costs reasonably incurred for convening and holding a meeting by the shareholders as a result of the failure of the Board to convene such meeting upon the aforesaid requisitions, which shall be deducted from any payment owed to the directors who are in default of their duties.

(Article 72 of Mandatory Provisions)

Article 84 A shareholders' general meeting shall be convened and presided over by the chairman of the Board. If the chairman is unable to attend the meeting, the vice-chairman shall convene and preside over the meeting. If neither the chairman nor the vice-chairman is able to attend the meeting, the Board may appoint another director of the Company to convene and preside over the meeting; shareholders attending the meeting may elect a chairman if it is left unspecified. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder present in person or by proxy in the meeting and holding the largest number of shares with the right to vote shall be the chairman of the meeting.

(Article 73 of Mandatory Provisions)

Article 85 The chairman of the meeting is responsible for deciding if a resolution at the shareholders' general meeting is passed. His decision shall be final and it shall be announced at the meeting and recorded in the minutes of the meeting.

(Article 74 of Mandatory Provisions)

Article 86 If the chairman of the meeting has any doubt as to the result of voting on any resolution, he may have the votes counted. If the chairman of the meeting does not make a count of such votes, any shareholder present in person or by proxy at the meeting who objects the result announced by the chairman of the meeting shall be entitled to request a count of the votes immediately following the declaration of the result and the chairman of the meeting shall forthwith proceed with such counting.

(Article 75 of Mandatory Provisions)

Article 87 In the event a count of the votes has been made at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.

(Article 76 of Mandatory Provisions)

Article 88 Minutes shall be taken in respect of the resolutions on matters discussed at the shareholders' general meeting, which shall be signed by directors attending the meeting. Minutes of the meeting together with the signature book of shareholders attending the meeting and the instrument appointing a proxy shall be kept at the legal domicile of the Company.

(Article 76 of Mandatory Provisions)

Article 89 Shareholders shall be entitled to inspect the copies of the minutes of the shareholders' general meeting(s) free of charge during office hours of the Company. Upon the request from any shareholder for a copy of the relevant minutes of meeting, the Company shall send the copy of the minutes so requested within 7 days after the receipt of reasonable payment.

(Article 77 of Mandatory Provisions)

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

Article 90 Shareholders holding different classes of shares are classified as class shareholders.

Class shareholders are entitled to the rights and obligations in accordance to the laws, administrative regulations and the Articles.

Apart from the shareholders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares are deemed to be different classes of shareholders.

Under the following circumstances, the special voting procedures of class shareholders shall not be applied:

- (1) where, upon approval by a special resolution at a shareholders' general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares at an interval of twelve months, and the number of domestic shares and overseas listed foreign shares proposed to be issued does

not exceed 20% of their respective existing issued shares; [Appendix XI C of GEM Listing Rules - (f)(i)]

- (2) where the plan of the Company to issue domestic shares and overseas listed foreign shares at the time of incorporation is implemented within fifteen months from the date of approval by the Securities Regulatory Commission of the State Council. [Appendix XI C of GEM Listing Rules - (f)(ii)]

(Article 78, 85 of Mandatory Provisions)

Article 91 If the Company proposes to vary or abrogate the rights of the class shareholders, the same can only be implemented after it has been passed by a special resolution at a shareholders' general meeting and also passed by the class shareholders so affected at the meeting of class shareholders convened in accordance with Articles 93 to 96.

(Article 79 of Mandatory Provisions)

Article 92 The following conditions shall be considered as a variation or abrogation of the rights of a certain class of shareholders:

- (1) the increase or reduction of the number of shares of that class of shares, or the increase or reduction of the number of shares in another class which carry the same or more right to vote, right of distribution or other privileges;
- (2) the conversion of all or part of the shares of that class to another class, or the conversion of all or part of the shares of another class into the shares of that class or the granting of such right of conversion;
- (3) the cancellation or reduction of the rights of that class of shares to receive accrued dividends or accumulated dividends declared;
- (4) the reduction or cancellation of the preferential rights of that class of shares to receive dividends or to receive distribution of assets upon liquidation of the Company;
- (5) the increase, cancellation or reduction of the share conversion rights, options rights, voting rights, rights of transfer, pre-emptive rights and rights to acquire the securities of the Company of that class of shares;
- (6) cancellation or reduction of the rights of that class of shares to receive payment payable by the Company in a particular currency;
- (7) creation of a new class of shares which enjoys the same or more voting rights, distribution rights or other privileges than those enjoyed by that class of shares;
- (8) restriction or increase of the restriction on the transfer or ownership of that class of shares;
- (9) the issuance of subscription rights or conversion rights in respect of that class or another class of shares;

- (10) the increase of the rights and privileges of another class of shares;
- (11) the reorganization of the Company causes different classes of shareholders assuming obligations not in proportion thereto;
- (12) the amendment or abrogation of the provisions in this Chapter.

(Article 80 of Mandatory Provisions)

Article 93 Whether or not the class shareholders so affected have voting rights at a shareholders' general meeting, they shall have the right to vote at the meeting of class shareholders in respect of the matters mentioned in (2) to (8) and (11) to (12) of Article 92 of the Articles provided that the interested shareholders shall have no right to vote at the the meeting of the class shareholders.

An interested shareholder mentioned in the preceding paragraph is defined as:

- (1) in the case where the Company makes a repurchase offer to all shareholders on a pro rata basis in accordance with the provisions of Article 34 of the Articles or repurchases its shares on a stock exchange by way of public dealing on a stock exchange, "interested shareholder(s)" shall mean the controlling shareholder as defined in Article 58;
- (2) in the case where the Company repurchases its shares by way of agreement other than through a stock exchange in accordance with the provisions of Article 34 of the Articles, "interested shareholder(s)" shall mean the shareholder(s) related to such agreement;
- (3) in the case of a proposal to restructure the Company, "interested shareholder(s)" shall mean a shareholder who undertakes obligations to a lesser extent than other shareholders of the same class, or a shareholder who enjoys benefits which are different from those enjoyed by other shareholders of the same class.

(Article 81 of Mandatory Provisions)

Article 94 A resolution of the meeting of class shareholders shall be passed in accordance with Article 93 by more than two-thirds of the voting rights of the class shareholders attending and having the right to vote in the meeting.

(Article 82 of Mandatory Provisions)

Article 95 If the Company convenes a meeting of class shareholders, a written notice shall be given 45 days prior to the meeting to all shareholders of such class who are on the register of shareholders, specifying the matters to be considered and the date and place of the meeting. The shareholders who intend to attend the meeting shall serve on the Company a written reply of their intention 20 days prior to the meeting.

If the number of shares which carry the right to vote at such meeting held by those shareholders who intend to attend such meeting is more than half of the total number of that class of shares, the Company may convene such meeting of class shareholders. Failing which, the Company shall further notify the shareholders by way of announcement within 5 days thereof specifying the matters to be considered and the date and place of the meeting. After giving such notice, the Company may convene the meeting of class shareholders.

(Article 83 of Mandatory Provisions)

Article 96 Notice of the meeting of class shareholders only need to be served to shareholders who are entitled to vote at such meeting.

The procedures of the meeting of class shareholders shall follow as much as possible the procedures of a shareholders' general meeting and the provisions in the Articles relating to the procedures of a shareholders' general meeting shall apply to the meeting of class shareholders.

(Article 84 of Mandatory Provisions)

## **Chapter 10 Board of Directors**

Article 97 The Company shall establish a board of directors as the permanent governing body of the Company.

Article 98 The Board comprises 9 directors, of which 3 are executive directors, 3 are independent non-executive directors and 3 are non-executive directors. The Board shall have a chairman and a vice-chairman.

(Article 86 of Mandatory Provisions)

Article 99 The directors shall be elected in a shareholders' general meeting with a term of 3 years. Upon expiration of the term, the directors shall be eligible for re-election and re-appointment.

The notice on nomination of candidates for the election of directors shall be given to the Company with a minimum period of 7 days, during which the candidates could give a notice to the Company indicating their willingness to stand for the election. The period for lodging such notice will commence no earlier than the day after dispatch of the notice of the shareholders' general meeting and end no later than 7 days prior to the date such shareholders' general meeting.

[Appendix III of GEM Listing Rules - 4(4), (5)]

The chairman and the vice-chairmen shall be elected and dismissed by more than a half of all the directors on the Board. The term of office of the chairman and the vice-chairmen is 3 years, upon expiration of which, they shall be eligible for re-election and re-appointment.

Any director may be removed before the expiration of his term of office by way of an ordinary resolution during the shareholders' general meeting subject to compliance with relevant laws and administrative regulations (but claims that may be submitted under any contract shall not be affected). [Appendix III of GEM Listing Rules - 4(3)]

Directors need not hold shares of the Company.

(Article 87 of Mandatory Provisions)

Article 100 The Board shall be accountable to the shareholders' general meeting and shall have the following responsibilities:

- (1) to convene a shareholders' general meeting and report to the meeting their work;
- (2) to implement the resolutions passed at the shareholders' general meeting;
- (3) to determine the business plans and investment proposals of the Company;
- (4) to prepare the annual financial budget and final accounts of the Company;
- (5) to prepare the profit distribution plan and loss compensation plan of the Company;
- (6) to prepare proposals for the increase or reduction of the registered capital of the Company and proposals for the issuance of debentures of the Company;
- (7) to prepare proposals for merger, segregation or dissolution of the Company;
- (8) to determine the establishment of the internal management structure of the Company;
- (9) to appoint or dismiss the general manager of the Company and to appoint or dismiss the Chief Financial Officer according to the nomination of the general manager and to determine their remuneration;
- (10) to establish the basic management system of the Company;
- (11) to draw up proposals for the amendment of the Articles;
- (12) to determine the finance and borrowings of the Company and the pledge, lease, contract and transfer of the major assets of the Company, and to authorize the general manager to exercise the rights in this paragraph to a certain extent and within a certain period, subject to the relevant laws, regulations and Articles;
- (13) to perform other duties and powers as stipulated in the Articles and as authorized by shareholders' general meetings.

Except that the resolutions in relation to the matters mentioned in (6), (7), (11) and (12) above shall be passed by not less than two-thirds of the directors, the resolutions in relation to other matters could be passed by a majority of the directors.



(Article 88 of Mandatory Provisions)

Article 101 The Board shall not, without the prior approval of shareholders' general meetings, dispose or agree to dispose of any fixed assets of the Company where the aggregated value of the estimated consideration for the proposed disposition and the value of the consideration for disposition of any fixed assets of the Company that has been completed in a period of four months immediately preceding the proposed disposition exceeds 33% of the value of the fixed assets of the Company as shown in the latest audited balance sheet which has been considered.

The disposition of fixed assets referred in this Article includes the transfer of interests of certain assets, but excludes the provision of security against such fixed assets.

The validity of the transaction for disposing fixed assets by the Company shall not be affected by the breach of the first paragraph of this Article.

(Article 89 of Mandatory Provisions)

Article 102 The Board shall perform their duties in compliance with the laws of the State, administrative regulations, the Articles and the resolutions of shareholders' general meetings.

Article 103 The chairman of the Board shall exercise the following powers:

- (1) to preside over the shareholders' general meetings and to convene and preside over the meetings of the Board;
- (2) to review the implementation of the resolutions of the Board;
- (3) to sign the securities issued by the Company;
- (4) other responsibilities conferred by the Board.

If the chairman of the Board is unable to perform his duties, he could appoint the vice-chairmen to perform such duties on his behalf.

(Article 90 of Mandatory Provisions)

Article 104 Meetings of the Board shall be held at least twice every year and convened by the chairman with the notice of which should be delivered to all directors fifteen days prior to the meeting. In case of urgent issues, extraordinary meeting of the Board may be held if proposed by more than one third of directors or general manager of the Company.

(Article 91 of Mandatory Provisions)

Article 105 Notice of meeting of the Board and extraordinary meeting of the Board should be delivered by the following means:

This English Version is for reference only

- (1) If the time and venue of the regular meeting of the Board have previously been determined by the Board, notice of the meeting is deemed to have served by law.
- (2) If the time and venue of meeting of the Board have not previously been determined by the Board, the chairman shall notify directors of the time and place of meeting of the Board by telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than fifteen days before such meeting.
- (3) If an urgent matter arises that requires an extraordinary meeting of the Board to be convened, the chairman or secretary of the Board of the Company shall notify directors of the time and place of meeting of the Board by telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than two days and not more than fifteen days before such meeting.
- (4) The notice shall be in Chinese and, where necessary, shall be attached thereto an English translation thereof and an agenda of the meeting. Any directors may waive their rights of receiving notice of the meeting of the Board.
- (5) If a director has attended a meeting, a notice is deemed to have been sent to him.
- (6) The regular meeting of Board or extraordinary meeting of the Board may be convened by way of telephone conference or similar communication equipment by means of which all directors participating in the meeting are capable of hearing and communicating with each other and all directors participating are deemed to have attended the meeting personally.

(Article 92 of Mandatory Provisions)

Article 106 The meeting of the Board may not be held unless more than half of the directors are present.

Each director shall have one vote. Unless otherwise required herein, the resolutions of the Board shall be passed by more than half of all directors. The chairman of the Board is entitled to a casting vote in case of an equality of for and against votes.

(Article 93 of Mandatory Provisions)

In the event that more than one-fourth of directors or more than two external directors consider that the information of the resolution is insufficient or the proof is not clear, they can adjourn the meeting of the Board or adjourn the discussion of certain matters of the Board, which shall be adopted by the Board.

Article 107 A director should attend the meeting of the Board in person. In the event that a director cannot attend the meeting, he may authorise another director to attend the meeting of the Board on his/her behalf by means of a written attorney, which should set out the scope of authorization.

The delegate who attends the meeting should exercise rights of the director within the scope of the authorization. In the event that a director does not attend a meeting of the Board, neither in person nor by proxy, he is deemed to abstain from the voting at such meeting.

(Article 94 of Mandatory Provisions)

Article 108 The Board should keep minutes for resolutions passed at the meeting, and directors, secretary of the Board and the minute-taker that attend the meeting should sign on the minutes of the meeting. Recommendations provided by independent director should be stated in the resolution of the Board. The directors shall act in accordance with the resolutions of the Board. Any resolutions of the Board prejudice the laws, regulations or the Articles and result in material loss to the Company, the directors who participate in the passing of the resolution should be liable to indemnify the Company; but directors who are proved to have voted against the resolution which is also recorded in minutes shall be discharged from such liability.

(Article 95 of Mandatory Provisions)

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

Article 109 The Company shall have a secretary of Board, who shall be a senior management member of the Company.

(Article 96 of Mandatory Provisions)

Article 110 Secretary of the Board shall be a natural person who possesses necessary professional knowledge and experience and appointed by the Board. His principal duties are:

- (1) to ensure that the organization documents and records of the Company are complete;
- (2) to ensure that the Company prepares and submits the required reports and documents to relevant authorities in accordance with the law;
- (3) to ensure that register of members is properly maintained and that persons entitled to access the relevant records and documents of the Company may receive such records and documents.

(Article 97 of Mandatory Provisions)

Article 111 The director of the Company or other senior management members may concurrently hold the office of the secretary of Board. The accountant from an accounting firm engaged by the Company shall not concurrently hold the office of the secretary of Board.

If a director acts as the secretary of Board and an act is required to be done by a director and the secretary of Board separately, such person who is at the same time a director and the secretary of Board shall not perform such act in both capacities.

(Article 98 of Mandatory Provisions)

## **Chapter 12 General Manager of the Company**

Article 112 The Company shall have a general manager who shall be appointed or dismissed by the Board. The meaning of “general manager” herein is the same as “Manager” in the Mandatory Provisions.

(Article 99 of Mandatory Provisions)

Article 113 The general manager is accountable to the Board and shall exercise the following duties and powers:

- (1) to be in charge of the production, operation and management of the Company and implement resolutions of the Board;
- (2) to organise and implement the annual business plans and investment plans of the Company;
- (3) to propose plans for the establishment of an internal management structure of the Company;
- (4) to propose the basic management system of the Company;
- (5) to propose the basic rules of the Company;
- (6) to nominate, appoint or dismiss financial personnel of the Company;
- (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board;
- (8) to determine the award or penalty, promotion or degradation, increment or decrement in salary and to make decision on the appointment, employment, dismissal and lay off of the employees of the Company;
- (9) to handle important external business on behalf of the Company as authorised by the Board;
- (10) other duties conferred by the Articles and the Board.

(Article 100 of Mandatory Provisions)

Article 114 The general manager shall attend the meeting of the Board. The general manager who is not a director shall not have voting rights at meeting of the Board.

(Article 101 of Mandatory Provisions)

Article 115 In exercising his duties, the general manager shall not vary the resolution of shareholders' general meetings or meeting of the Board nor exercise his powers beyond his authority.

Article 116 In exercising his duties, the general manager should shall with requirement of the laws, regulations and Article of Association of the Company with honesty and diligence.

(Article 102 of Mandatory Provisions)

### **Chapter 13 Supervisory Committee**

Article 117 The Company shall establish a supervisory committee. The supervisory committee shall supervise the execution of duties of the Board and its members, general manager and senior management members.

(Article 103 of Mandatory Provisions)

Article 118 The supervisory committee comprises four supervisors, each shall have a term of office of three years and is eligible for re-election and re-appointment.

(Article 103 of Mandatory Provisions)

The supervisory Committee shall have one chairman, who shall be elected or removed by more than two-thirds (two-thirds inclusive) of the supervisors. The chairman of the supervisory committee shall have a term of office of three years and is eligible for re-election and re-appointment.

(Article 104 of Mandatory Provisions) [APPENDIX 11 C- (d)(i) of the GEM Listing Rules]

Article 119 The supervisory Committee shall comprise of one representing the shareholders, two independent supervisors and one representing the employees. The election and removal of the representative of the shareholders shall be decided during shareholders' general meeting, while the representative of the employees shall be elected and removed by the employees of the Company in a democratical way.

External supervisors who do not hold office in the Company shall constitute half of the supervisors. External supervisors shall include two independent supervisors who are independent of the shareholders and do not hold office in the company. External supervisors are entitled to report during the shareholders' general meeting on the integrity and fiduciary performance of the management independently.

(Article 105 of Mandatory Provisions)

Article 120 The directors, general manager and financial controller shall not at the same time act as supervisors.

(Article 106 of Mandatory Provisions)

Article 121 The meeting of supervisory committee shall be convened at least twice annually by the chairman of the supervisory committee.

(Article 107 of Mandatory Provisions)

Article 122 The supervisory committee is accountable to the shareholders' general meeting and perform the following duties:

- (1) to inspect the financial position of the Company;
- (2) to supervise the acts of the directors, general manager and other senior management members which contravene the laws, the administrative regulations and the Articles while they are discharging their duties;
- (3) to require the directors, general manager and other senior management members to rectify their acts which are prejudicial to the interests of the Company;
- (4) to review financial information such as financial reports, business reports and profit distribution proposal to be submitted by the Board to shareholders' general meetings; if there is any queries, the supervisors may appoint certified public accountants or practicing auditors, in the name of the Company, to assist in the re-examination of the same;
- (5) to propose convening an extraordinary general meeting;
- (6) to deal with the directors on behalf of the Company, and to lodge a claim against the directors
- (7) other duties provided in the Articles.

The supervisors shall attend the meeting of the Board.

(Article 108 of Mandatory Provisions)

Article 123 A resolution of the supervisory committee should be determined by more than two-thirds of the supervisors.

(Article 109 of Mandatory Provisions) [APPENDIX 11 C- (d)(ii) of the GEM Listing Rules]

Article 124 In performing its duties, the supervisory committee may engage professionals like lawyers, certified public accountants and practicing auditors. The reasonable expenses incurred in engaging such professionals shall be borne by the Company.

(Article 110 of Mandatory Provisions)

Article 125 The supervisors committee shall perform their supervisory duties in compliance with the laws, administrative regulations and the Articles.

(Article 111 of Mandatory Provisions)

## **Chapter 14 Qualifications and Obligations of Directors, Supervisors and General Manager and Other Senior Management Members of the Company**

Article 126 A person shall not serve as a director, supervisor, general manager or other senior management member of the Company if any of the following circumstances applies:

- (1) the person who is incapable or with limited capabilities under the law;
- (2) the person has been convicted of an offence of corruption, bribery, misappropriation of properties or violating social and economic order, and less than five years have elapsed since the expiration of the enforcement period; or the person has been deprived of political rights due to conviction and less than five years have elapsed since the expiration of the enforcement period;
- (3) the person is a former director or factory manager or manager of a company or an enterprise which has become insolvent as a result of improper operation and management and such person is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;
- (4) the person is the legal representative of a company or an enterprise whose business licence has been revoked as a result of the violation of any laws and who is personally liable, where less than three years have elapsed since the date of revocation of the business licence of such company or enterprise;
- (5) the person has a relatively large amount of personal indebtedness which is overdue and outstanding;
- (6) the person is under criminal investigation by the judicial authorities due to alleged criminal offence, where such investigation is still pending;
- (7) the person is prohibited by the laws or administrative regulations from acting as a leader of an enterprise;
- (8) the person is a non-natural person;
- (9) the person who has been convicted of violation of the relevant securities regulations, which involved fraud and dishonest acts, by a relevant supervisory authority, and where less than five years have elapsed since the day of such conviction.

(Article 112 of Mandatory Provisions)

Article 127 The validity of an act of directors, general managers, and other senior management members of the Company acting on behalf of the Company vis-à-vis a bona fide third party shall not be affected by the non-compliance in the appointment, election or qualification of such person.

(Article 113 of Mandatory Provisions)

Article 128 In addition to the obligations imposed by the laws, the administrative regulations or the listing rules of any stock exchanges on which the shares of the Company are listed, a director, supervisor, general manager, and other senior management member of the Company shall owe a duty to each shareholder in respect of the following obligations in the exercise of their duties entrusted by the Company:

- (1) not to cause the Company to act beyond the scope of business stipulated in its business licence;
- (2) to act faithfully in the best interests of the Company;
- (3) not to deprive the assets of the Company in any manner, including, but not limited to, not to usurp the opportunities beneficial to the Company;
- (4) not to deprive the personal interests of the shareholders including, but not limited to, the rights of distribution and voting rights save and except reorganization of the Company duly passed at shareholders' general meetings pursuant to the Articles.

(Article 114 of Mandatory Provisions)

Article 129 In exercising their rights or discharging their duties, the directors, supervisors, general manager and other senior management members owe a duty to exercise the reasonable care, diligence and skill of a reasonable and prudent person acting under similar circumstances.

(Article 115 of Mandatory Provisions)

Article 130 In discharging their duties, the directors, supervisors, general manager and other senior management members of the Company shall observe the fiduciary principle and shall not put themselves in a position where their personal interests may be in conflict with their duties. Such principle shall include, but not limited to, the undertaking of the following obligations:

- (1) to act honestly in the best interests of the Company;
- (2) to exercise powers within, and not to act beyond, their authority;
- (3) to exercise the discretionary power vested in them and not allow themselves to exercise such discretionary power under the direction or influence of other persons and, unless and to the extent permitted by the laws or administrative regulations or the informed consent of the shareholders' general meeting, not to delegate the exercise of their discretion;
- (4) to treat the shareholders of the same class equally and to treat the shareholders of different classes fairly;



- (5) unless otherwise provided herein or with the informed consent of the shareholders' general meeting, not to enter into contracts, transactions or arrangements with the Company;
- (6) without the informed consent of shareholders' general meeting, not to use the property of the Company in any manner for their own benefits;
- (7) not to exploit their positions to accept bribes or other unlawful income nor to deprive the properties of the Company in any manner, including, but not limited to, usurp the opportunities beneficial to the Company;
- (8) without the informed consent of shareholders' general meeting, not to accept any commission in connection with the transactions of the Company;
- (9) to abide the Articles, to perform their duties in good faith, to protect the interests of the Company, and not to pursue personal benefits by exploiting their positions and authorities in the Company;
- (10) without the informed consent of shareholders' general meeting, not to compete with the Company in any way;
- (11) not to misappropriate funds of the Company or to provide funds of the Company to others; not to deposit the assets of the Company in the accounts opened under their own names or the names of other persons; not to use the assets of the Company as security for the liabilities of the shareholders of the Company or any other persons;
- (12) without the informed consent of shareholders' general meeting, not to disclose any confidential information of the Company acquired during their terms of office, nor to make use of such information except for the benefit of the Company, provided that such information may be disclosed to a court or other governmental authorities in charge under the following situations:
  1. as required by the laws;
  2. as required by the public interest;
  3. is required by the interests of such directors, supervisors, general manager and other senior management members.

(Article 116 of Mandatory Provisions)

Article 131

The directors, supervisors, general manager and other senior management members of the Company shall not knowingly cause any one of the following persons or organizations ("connected persons") to do such acts which such directors, supervisors, general manager and other senior management members are prohibited from doing:

- (1) the spouse or the minor children of directors, supervisors, general manager and other senior management members of the Company;

- (2) a trustee of directors, supervisors, general manager and other senior management members of the Company or of the persons mentioned in (1) of this Article;
- (3) a partner of directors, supervisors, general manager and other senior management members of the Company or of the persons mentioned in (1) and (2) of this Article;
- (4) companies actually and solely controlled by directors, supervisors, general manager and other senior management members of the Company, or companies actually and jointly controlled by the persons referred to in (1), (2) and (3) of this Article or the directors, supervisors, general manager and other senior management members of the Company;
- (5) the directors, supervisors, general manager and other senior management members of the companies being controlled as mentioned in (4) of this Article.

(Article 117 of Mandatory Provisions)

Article 132 The fiduciary duties of the directors, supervisors, general manager and other senior management members of the Company shall not be necessarily terminated after the expiration of their terms of office. The obligations to keep the commercial secrets of the Company confidential shall survive the expiration of their terms of office. The continuance of other obligations shall be determined on a fair basis depending on the length of the time between its occurrence and their termination from office and the circumstances and the conditions under which their relations with the Company were terminated.

(Article 118 of Mandatory Provisions)

Article 133 The liabilities of directors, supervisors, general manager and other senior management members of the Company in respect of the breach of certain substantive obligations may be discharged with the informed consent by shareholders' general meeting except for the circumstances provided for in Article 58 of these Articles and Association.

(Article 119 of Mandatory Provisions)

Article 134 In an event that the directors, supervisors, general manager and other senior management members of the Company are interested materially, directly or indirectly, in a contract, transaction or arrangement made or proposed to be made with the Company (except for the service contract of the directors, supervisors, general manager and other senior management members of the Company), they shall disclose to the Board the nature and extent of their interest at the earliest, whether or not the relevant matters are subject to the approval by the Board under normal circumstances.

Unless the directors, supervisors, general manager and other senior management members of the Company so interested has disclosed such interest to the Board as required in this Article and the Board has approved the same in meeting in which he has not been counted in the quorum and has refrained from voting, the Company shall have the right to revoke such contracts, transactions or arrangements except as against a bona

fide party without notice of the breach of the duties by the directors, supervisors, general manager and other senior management members concerned.

[Appendix 3– 4(1) of the GEM Listing Rules ]

If any connected person of directors, supervisors, general manager and other senior management members of the Company is interested in certain contracts, transactions or arrangements, such directors, supervisors, general manager and other senior management members shall also be deemed to be interested in the same.

(Article 120 of Mandatory Provisions)

Article 135

If a director, supervisor, general manager, vice general manager or other senior management members of the Company has sent a written notice, stating that in view of the content set out thereof, he shall be interested in the contract, transaction or arrangement to be entered by the Company, to the Board before the Company's first consideration of entering into the relevant contract, transaction or arrangement, in such case, to the extent explained in the notice, the related director, supervisor, general manager, vice general manager or other senior management members shall be deemed as having made such disclosure as provided in the preceding Article of this chapter.

(Article 121 of Mandatory Provisions)

Article 136

The Company shall not pay taxes in any manner for its directors, supervisors, general managers and other senior management members.

(Article 122 of Mandatory Provisions)

Article 137

The Company shall neither provide loans or guarantees for loans, directly or indirectly, to the directors, supervisors, general managers and other senior management members of the Company and its parent company, nor provide loans or guarantees for loans to the connected persons of the said persons.

The preceding clause shall not apply to the following cases:

- (1) the Company provides loans or guarantees for loans to its subsidiaries;
- (2) according to the appointment contracts approved at the shareholders' general meeting, the Company provides loans, guarantees for loan or other sum to the directors, supervisors, general managers and other senior management members of the Company such that they may make payments for the purpose of the Company or pay the expenses incurred on account of their performance of the duties in the Company;
- (3) If provision of loans and guarantees for loans are within the scope of normal business of the Company, it may provide loans and guarantees for loans to relevant directors, supervisors, general managers and other senior management members and their connected persons, provided that such provision shall be made under normal commercial conditions.

(Article 123 of Mandatory Provisions)

Article 138 Loans provided by the Company in breach of the preceding Article shall be repaid forthwith by the recipients irrespective of the terms under the loans.

(Article 124 of Mandatory Provisions)

Article 139 Guarantees for repayment of loans provided by the Company in breach of clause 1 of Article 137 shall not be enforceable against the Company, unless:

- (1) at the time the loans were provided to the connected persons of the directors, supervisors, general managers, vice general managers and other senior management members of the Company or its parent company, the lender was not aware of such cases;
- (2) the securities provided by the Company have been lawfully disposed by the lender to a bona fide purchaser.

(Article 125 of Mandatory Provisions)

Article 140 The guarantees mentioned in the preceding Article include conducts where obligations or properties are undertaken or provided by the guarantor to guarantee the obligors' performance of their obligations.

(Article 126 of Mandatory Provisions)

Article 141 In addition to the rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager or other senior management members of the Company is in breach of his duties to the Company, the Company has a right to:

- (1) claim damages from such director, supervisor, general manager and other senior management members in compensation for losses incurred by the Company as a result of such breach;
- (2) rescind any contracts or transactions entered into by the Company with such director, supervisor, general manager and other senior management members and any contracts or transactions entered into by the Company with a third party (where such third party is aware or should have been aware that there is such director, supervisor, general manager, vice general manager and other senior management members is in breach of his duties to the Company);
- (3) demand such director, supervisor, general manager and other senior management members to return the profits obtained by breaching his duties;
- (4) recover any monies received by such director, supervisor, general manager and other senior management members which should otherwise have been received by the Company, including but not limited to commissions;

- (5) request such director, supervisor, general manager and other senior management members to return the interests accrued or may be accrued on the monies which should have been paid to the Company.

(Article 127 of Mandatory Provisions)

Article 142

The Company should enter into written contracts with its directors and supervisors in relation to their remuneration and obtain prior approval at the shareholders' general meetings. The aforementioned remuneration includes:

- (1) remuneration for serving as directors, supervisors or senior management members of the Company;
- (2) remuneration for serving as directors, supervisors or senior management members of the subsidiaries of the Company;
- (3) remuneration for providing other services relating to the management of the Company and its subsidiaries;
- (4) payments made to compensate such director or supervisor for the loss of office or retirement.

Save as the aforementioned contracts, no claim proceeding shall be initiated by the directors and supervisors against the Company for their deserved benefits related to the foregoing issues.

(Article 128 of Mandatory Provisions)

Article 143

Subject to the prior approval at the shareholders' general meetings, contracts concerning emoluments between the Company and its directors and supervisors shall provide that, in the event of a takeover of the Company, the directors and supervisors shall have the rights to receive compensation or other payments in respect of a loss of office or retirement. A "takeover of the Company" referred to in the preceding clause means either:

- (1) an offer made by any person to all shareholders; or
- (2) an offer made by any person, aiming at procuring the offeror to become the "controlling shareholder", the definition of which has the same meaning as "controlling shareholder" set out in the Article 59.

If the relevant director or supervisor does not comply with the provision under this Article, any proceeds so received by him shall belong to those who have sold their shares as a result of the said offer. The expenses incurred in distributing such proceeds shall be borne by the relevant directors or supervisors on pro rata basis and shall not be paid out of such proceeds.

(Article 129 of Mandatory Provisions)

## Chapter 15 Financial Accounting System and Profit Distribution

Article 144 The Company shall establish its financial and accounting systems and internal audit system according to laws, administrative regulations and the regulations of the PRC accounting standards prepared by the competent financial department of the State Council.

(Article 130 of Mandatory Provisions)

Article 145 The Company shall prepare a financial report at the end of each accounting year and shall be audited and examined in accordance with laws.

The Company's financial reports shall include the following financial and accounting statements as well as schedules of breakdowns:

- (1) Balance sheet;
- (2) Profit and loss statement;
- (3) Statement of changes in financial position (or cash flow statement);
- (4) Description of the financial situation;
- (5) Statement of profit distribution.

(Article 131 of Mandatory Provisions) [Appendix 3-5 of the GEM Listing Rules]

Article 146 At each annual general meeting, the Board shall submit to shareholders the financial reports prepared by the Company requested by laws, administrative regulations, regulatory documents issued by local governments and competent departments at each annual general meeting.

(Article 132 of Mandatory Provisions)

Article 147 The financial reports of the Company shall be available at the Company for inspection by the shareholders from the 20th days before the annual general meeting. Every shareholder shall have the right to receive the financial reports mentioned herein.

Copies of the above reports or its summary report shall be delivered or posted to the registered address of each shareholder of H Shares at least 21 days before the date of convening the shareholders' general meetings.

(Article 133 of Mandatory Provisions) [Appendix 3-5 of the GEM Listing Rules]

Article 148 Not only shall the financial statements of the Company be prepared according to the PRC accounting standards and regulations, but such statements shall also be in line with the international accounting standards or standards at place of overseas listing. Any differences between the statements prepared on both accounting standards shall be indicated in the notes to the financial statements. Allocation of the profit after tax for the

accounting year shall be based on the lower of profit after tax shown in both versions of the statements.

(Article 134 of Mandatory Provisions)

Article 149 Interim Results or financial data announced or disclosed by the Company shall be prepared according to the PRC accounting standards and regulations as well as international accounting standards or standards at place of overseas listing.

(Article 135 of Mandatory Provisions)

Article 150 The Company shall publish two financial reports in each accounting year, i.e. the interim financial reports to be published within 60 days after the end of the first six months of the accounting year, and the annual financial reports to be published within 120 days after the end of the accounting year.

The Company shall publish the relevant financial reports according to the Rules Governing the Listing of Securities on the Growth Enterprises Market of the Hong Kong Stock Exchange, in the case that the Rules Governing the Listing of Securities on the Growth Enterprises Market tighten the requirements, on publishing the financial reports without violating the foregoing provisions.

The Company may dispatch: (i) copies of summary financial reports to the shareholders or holders of listed securities instead of annual reports and financial reports; (ii) copies of summary interim reports to the shareholders or holders of listed securities instead of copies of interim reports. Under the above circumstances, the Company shall comply with the relevant regulations of the Companies Law, the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and the GEM Listing Rules of the Stock Exchange.

(Article 136 of Mandatory Provisions)

Article 151 The Company shall not keep separate books apart from its statutory books.

(Article 137 of Mandatory Provisions)

Article 152 The Company shall implement an internal audit system, in which an internal audit department is set up or internal auditing staffs are provided for auditing and supervising the fiscal revenue and expenditure as well as economic activities of the Company internally under the leadership of the Board.

Article 153 Profit after tax of the Company shall be distributed in the following order:

- (1) covering losses;
- (2) transferring to the statutory surplus reserve;
- (3) transferring to the statutory public welfare fund;
- (4) transferring to the discretionary surplus reserve;

(5) paying dividends on ordinary shares.

Article 154 Corporation reserve includes surplus reserve and capital reserve. Surplus reserve consists of statutory surplus reserve and discretionary surplus reserve.

Article 155 When distributing its profit after tax for the current year, the Company shall transfer 10% of the profit to its statutory surplus reserve, and transfer 5% to 10% of the profit to its statutory public welfare fund. Transfer to the statutory surplus reserve of the Company may cease once its cumulative amount exceeds 50% of the Company's registered capital.

Where the statutory surplus reserve is not sufficient to cover the loss of the Company of the previous year, the profit for the current year shall be used firstly to cover such loss before transferring to the statutory surplus reserve and the statutory public welfare fund pursuant to the previous provision.

The Company may transfer to the discretionary surplus reserve after transferring the profit after tax to the statutory surplus reserve and having resolved at the shareholders' general meetings.

After the Company has covered losses and transferred to surplus reserve and the statutory public welfare fund, the remaining profit shall be distributed among shareholders on a pro rata basis.

If the shareholders' general meeting or the Board violates the preceding provisions and distributes the profit among shareholders prior to covering its losses and transferring to the statutory surplus reserve and the statutory public welfare fund, the profit distributed in violation of such provisions shall be returned to the Company.

Article 156 Capital reserve includes the followings:

- (1) share premium in excess of the nominal value of the share issued;
- (2) other incomes classified as capital reserve required by the competent financial department of the State Council.

(Article 138 of Mandatory Provisions)

Article 157 Purposes of the corporation reserve are limited to the followings:

- (1) covering losses;
- (2) expanding the operation of the Company or increasing its capital.

The Company may by resolution at the shareholders' general meeting resolve to transfer the corporation reserve to the capital by allotting new shares to the shareholders on a pro rata basis. But when transferring the statutory surplus reserve to the capital, the amount of such statutory surplus reserve shall not be less than 25% of the registered capital.



Article 158 The amount transferred to the statutory public welfare fund by the Company shall be applied to the collective benefits of the employees of the Company.

Article 159 Dividends shall be paid, in proportion to the shares held by the shareholders within 6 months after the end of each financial year.

The Board is authorized by the shareholders' general meeting to pay interim dividends unless otherwise determined by the shareholders' general meeting.

Article 160 Dividends shall be paid by the Company in the following forms:

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

(Article 139 of Mandatory Provisions)

Article 161 Payment of dividends or otherwise which is denominated and declared in RMB by the Company to the shareholders of the domestic shares shall be made in RMB within three months after the date of such declaration; the payment of dividends or otherwise which is denominated and declared in RMB by the Company to the shareholders of the foreign shares shall be made in foreign currencies within three months after the date of such declaration.

If any shareholder does not collect the declared dividends after declaration of such dividends, the Company has the right to forfeit such unclaimed dividends, provided that such power can only be exercised upon the expiration of an applicable period.

[Appendix 3-3(2) of the GEM Listing Rules]

The Company shall adhere to the regulations of the related foreign exchange management of the Chinese laws in making payments in foreign currency to the shareholders of foreign shares.

Article 162 The Company shall withhold and pay the amount of tax payable arisen from the dividend income of individual shareholders on behalf of such persons pursuant to the PRC tax law.

Article 163 The Company shall appoint a receiving agent on behalf of the shareholders holding overseas listed foreign shares. The receiving agent shall receive the dividend and other payables distributed to the overseas listed foreign shares on behalf of the related shareholders.

The receiving agent appointed by the Company shall comply with laws or all related requirements provided by the stock exchange where it is listed.

The receiving agent appointed by the Company for the shareholders of H shares shall be a registered trust company under the Trustee Ordinance of Hong Kong.

(Article 140 of Mandatory Provisions) (Appendix 11C-(c) of GEM Listing Rules)

## **Chapter 16 Appointment of Auditors**

Article 164 The Company shall appoint a qualified independent accounting firm in accordance with the related provision of the PRC Law to audit the annual financial reports and other financial reports of the Company.

The first auditor may be appointed prior to holding the first annual general meeting and its term of service shall expire at the conclusion of the first annual general meeting.

Where the power as set out in the preceding articles has not been exercised at the time of holding the first annual general meeting, the Board may exercise such power.

(Article 141 of Mandatory Provisions)

Article 165 Terms of service of the accounting firm appointed by the company shall commence after the conclusion of the then annual general meeting until the conclusion of next annual general meeting.

(Article 142 of Mandatory Provisions)

Article 166 The accounting firm appointed by the Company is entitled to the following rights:

- (i) to examine the books, records and receipts of the Company at any time and request the directors, general managers and other senior management members of the Company to provide relevant information and explanation.
- (ii) to request reasonable measures to be adopted by the Company such that the information and explanation, which are considered necessary for the performance of duties by the accounting firm, shall be obtained from the subsidiaries of the Company.
- (iii) to attend shareholders' general meetings and to receive notice of meeting or other information about the meeting in the manner any shareholder shall be entitled to as well as to speak for any matters in connection with it as the accounting firm of the Company at any shareholders' general meeting.

(Article 143 of Mandatory Provisions)

Article 167 If the position of the accounting firm is vacated, the Board may, before convening the shareholders' general meetings, appoint an accounting firm to fill the vacancy but whenever the aforesaid position remains vacated and provided that other accounting firm(s) is/are in service for the Company, such firm can still act alike.

(Article 144 of Mandatory Provisions)

Article 168 The Company may by ordinary resolution at the shareholders' general meeting dismiss the accounting firm before its term of service expires notwithstanding the terms under

the contract between the accounting firm and the Company. Rights to claim against the Company due to its dismissal by such accounting firm shall not be thus affected.

(Article 145 of Mandatory Provisions)

Article 169 The remuneration and the means of determining remuneration of the accounting firm shall be decided by the shareholders' general meeting. The remuneration of the accounting firm appointed by the Board shall be determined by the Board.

(Article 146 of Mandatory Provisions)

Article 170 The appointment, dismissal or discontinuance of the accounting firm by the Company shall be determined at the shareholders' general meeting and such decision shall be filed to the competent authorities for securities of the State Council.

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

- (1) A copy of the appointment or dismissal proposal shall be sent before notice of meeting is given to the shareholders to the accounting firm proposed to be appointed or dismissed or already dismissed during the financial year (dismissed includes dismissal by removal, resignation and retirement).

Appendix 11C-e(i)(A) of GEM Listing Rules]

- (2) If the accounting firm to be dismissed makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):

1. in any notice of the resolution given to shareholders, state the fact of the representations having been made;  
[Appendix 11C-e(i)(B)(x) of GEM Listing Rules]

2. send a copy of the representations to every shareholder as an attachment of the notice in the manner provided by the Articles of. [Appendix 11C-e(i)(B)(y) of GEM Listing Rules]

- (3) If the accounting firm's representations are not sent by the Company under (2) of this Article, the accounting firm may (in addition to the right to be heard) require that the representations be read out at the meeting.  
[Appendix 11C-e(i)(C) of GEM Listing Rules]

- (4) An accounting firm who is to be dismissed shall be entitled to attend:

1. the shareholders' general meeting at which his term of office would otherwise have expired;  
[Appendix 11C-e(i)(D)(x) of GEM Listing Rules]

2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;  
[Appendix 11C-e(i)(D)(y) of GEM Listing Rules]
3. any shareholders' general meeting convened due to his resignation;  
[Appendix 11C-e(i)(D)(z) of GEM Listing Rules]

and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns it as former accounting firm of the Company.

(Article 147 of Mandatory Provisions)

#### Article 171

If the Company removes or decides not to re-appoint an accounting firm, prior notice shall be given to such accounting firm and the accounting firm is entitled to make representations at the shareholders' general meeting. Where resignation is tendered by the accounting firm, representation shall be made to the shareholders' general meeting to state whether there are any inappropriate matters.

The accounting firm may resign, by depositing its written resignation notice at the registered address of the Company. Notice shall be effective from the date on which it is deposited at the registered address or such later date as specified on the notice. Such notice shall contain:

1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or  
[Appendix 11C-e(ii)(A) of GEM Listing Rules]
2. a statement of any such circumstances.  
[Appendix 11C-e(ii)(B) of GEM Listing Rules]

Where a notice is deposited under the preceding Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph 2 of the preceding Article, a copy of the notice shall be available at the Company for shareholders' inspection. It shall also be sent to every shareholder of H shares by post with prepaid postage to the registered address appear in the register of member.

Where the notice of resignation from the accounting firm contains a statement for any circumstances which should be made, the accounting firm may require the Board to convene an extraordinary general meeting for the purpose of providing an explanation of the circumstances connected with its resignation.

(Article 148 of Mandatory Provisions) [Appendix 11C-e(iii)(ix) of GEM Listing Rules]

## Chapter 17 Insurance

Article 172 All kinds of insurance of the Company shall follow the requirements set out by the relevant authorities of the PRC and shall be taken out in accordance with the designated manner with the designated institutions or the People's Insurance Company (Group) of China Limited or other insurance companies that are registered in the PRC and are permitted by the PRC laws to provide insurance to PRC companies. The types of coverage, the insured amounts and periods shall be discussed and decided by the Board by reference to the practices of peer companies in other countries and the practices and legal requirements in the PRC.

## **Chapter 18 Labor System**

Article 173 The Company establishes a labour and personnel regime that is applicable to the actual conditions of the Company, based on the relevant requirements under the Labour Law of the PRC (中華人民共和國勞動法).

## **Chapter 19 Trade Union**

Article 174 The Company organises and carries out trade union activities in accordance with the Trade Union Law of the PRC (中華人民共和國工會法).

Article 175 2% of the actual gross salaries of the employees of the Company shall be transferred to the trade union reserve each month which shall be used by the trade union of the Company in accordance with Measures for the Application of Trade Union Funds (工會基金使用辦法) formulated by All-China Federation of Trade Unions.

## **Chapter 20 Merger and Division of the Company**

Article 176 In the event of merger or spin-off of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles before processing the relevant scrutinizing and approving procedures as required by laws. Shareholders who oppose the plan of merger or spin-off of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price.

A special document of the Company's resolution on the merger or spin-off shall be prepared for inspection by the shareholders. For shareholders of H shares, the aforesaid document shall also be delivered by post.

(Article 149 of Mandatory Provisions)

Article 177 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

The merger of the Company shall be held under the agreement signed by all parties of the merger and a balance sheet and property list shall be prepared in respect of this. The Company shall notify its creditors within 10 days since the date of resolution on merger, and publish such announcement in newspaper at least thrice within 30 days since the aforesaid date. Within 30 days since the date on receipt of written notice, or within 90

days since the date of the first announcement (if such notice is not received), the creditor is entitled to request the Company for the settlement of its debts or provision of the related guarantee. No merger shall proceed unless the debts are settled or guarantee is provided.

After the merger of the Company, the creditor's right and debts of all parties of the merger shall be taken over by the continuing company or the newly established company.

(Article 150 of Mandatory Provisions)

Article 178 Where the Company carries out spin-off, the properties shall be split up accordingly.

The spin-off of the Company shall be held under the agreement signed by all parties of the merger and a balance sheet and property list shall be prepared in respect of this. The Company shall notify its creditors within 10 days since the date of resolution on spin-off, and publish such announcement in newspaper at least three times within 30 days since the aforesaid date. Within 30 days since the date on receipt of written notice, or within 90 days since the date of the first announcement (if such notice is not received), the creditor is entitled to request the Company for the settlement of its debts or the provision of the related guarantee. No spin-off shall proceed unless the debts are settled or guarantee is provided.

The debts before the spin-off shall be borne by the companies after the spin-off in accordance with the agreement reached.

(Article 151 of Mandatory Provisions)

Article 179 When the merger or spin-off of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the laws. When the Company dissolves, the Company shall cancel its registration in accordance with the laws. When a new company is established, its establishment shall be registered in accordance with the laws.

(Article 152 of Mandatory Provisions)

## **Chapter 21 Dissolution and Liquidation of the Company**

Article 180 The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

- (1) a resolution for dissolution is passed by the shareholders at a shareholders' general meeting;
- (2) dissolution is necessary for the purpose of a merger or spin-off of the Company;
- (3) the Company is unable to repay its due debts in full and is declared bankrupt in accordance with the laws;

- (4) the Company is ordered to close down in accordance with the laws as a result of violation of laws and administrative regulations.

(Article 153 of Mandatory Provisions)

Article 181

Where the Company is dissolved pursuant to paragraph (1) of the preceding Article, a liquidation committee shall be set up within 15 days from the event of dissolution. The composition of the liquidation committee shall be determined by an ordinary resolution at the shareholders' general meeting of the shareholders. If no liquidation committee is set up within the prescribed period to commence the liquidation, creditors may apply to the People's Court to designate relevant persons to form a liquidation committee to carry out the liquidation.

Where the Company is dissolved pursuant to paragraph (3) of the preceding Article, a liquidation committee with shareholders, relevant authorities and relevant professionals shall be established by the People's Court in accordance with the provisions of the relevant laws to carry out the liquidation.

Where the Company is dissolved pursuant to paragraph (4) of the preceding Article, a liquidation committee with shareholders, relevant authorities and relevant professionals shall be established by the competent authorities to carry out the liquidation.

(Article 154 of Mandatory Provisions)

Article 182 Where the Board decides to liquidate the Company (other than liquidation on account of insolvency declared by the Company), it shall state in the notice of convening the shareholders' general meeting that they have conducted a complete inquiry into the affairs of the Company, and are of the opinion that the Company will be capable to settle its debts in full within 12 months from the commencement of the liquidation.

The liquidation committee shall be appointed or dismissed by an ordinary resolution passed at the shareholders' general meeting (other than circumstances provided under paragraph 2 and 3 of Article 180 herein).

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

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

(Article 155 of Mandatory Provisions)

Article 183 The liquidation committee shall within 10 days since its date of establishment notify the creditors, and publish announcements for at least thrice in a newspaper within 60 days since its date of establishment. Creditors shall within 30 days upon receipt of such written notice, or within 90 days from the date of the first notice (if such notice is not received), claim its creditor's rights to the liquidation committee. Rights that remain unclaimed after the said period expires shall be deemed as renounced.

Creditors, when claiming their rights to the liquidation committee, shall explain matters in relation to their rights and provide evidence thereto. The liquidation committee shall register the creditor's rights.

(Article 156 of Mandatory Provisions)

Article 184 A liquidation committee shall exercise the following functions and powers during liquidation:

- (1) to examine the properties of the Company and prepare a balance sheet and a list of properties;
- (2) to notify creditors by notice or announcement;
- (3) to dispose of and liquidate relevant unfinished business of the Company;
- (4) to pay all outstanding taxes in full;
- (5) to clear the claims and debts;
- (6) to dispose the properties remained after full payment of the Company's debts;  
and



(7) to represent the Company in any civil litigation activities.

(Article 157 of Mandatory Provisions)

Article 185 Having thoroughly examined the Company's properties and prepared a balance sheet and a list of properties, the liquidation committee shall set up a liquidation plan and submit to the shareholders' general meeting or relevant competent authorities for confirmation.

Where the Company's property is sufficient to pay its debts, it shall settle liquidation expenses, wages and workers insurance premiums and all outstanding taxes, respectively, to clear the debts of the Company.

Any surplus assets of the Company remaining after settlement of debts in accordance with the preceding provisions shall be distributed to its shareholders according to the class and the proportion of shares held.

During the liquidation period, the Company shall not carry out any new business activities.

(Article 158 of Mandatory Provisions)

Article 186 For liquidation caused by dissolving the Company, if the liquidation committee, having examined the Company's properties and prepared a balance sheet and a list of properties, discovers that the Company's properties is insufficient to pay its debts in full, it shall apply to the People's Court forthwith for declaration of insolvency.

After the Company is declared insolvent by the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the People's Court.

(Article 159 of Mandatory Provisions)

Article 187 Upon conclusion of liquidation of the Company, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books for the liquidation period and, after verification carried out by an accountant registered in the PRC, shall submit the same to the shareholders' general meeting or the relevant competent authority for confirmation.

The liquidation committee shall, within 30 days after obtaining confirmation from the shareholders' general meeting or the relevant competent authority, submit the aforesaid document to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company.

(Article 160 of Mandatory Provisions)

## **Chapter 22 Procedures for Amending the Articles**

Article 188 The Company may amend its Articles in accordance with the laws, the administrative regulations and the Articles .

(Article 161 of Mandatory Provisions)

Article 189 The Company shall amend its Articles following the procedures below:

- (1) the Board shall, by passing resolutions pursuant to the provisions in this Article, propose amendments to the Article to the shareholders' general meeting and draft the amended Articles;
- (2) the foregoing drafts of the amended Articles shall be furnished to the shareholders of the Company and convene a shareholders' general meeting to vote on the amendments;
- (3) the drafted amendments to the Article shall be approved by special resolution at the shareholders' general meeting;

Article 190 Amendment of the Articles related to the content of the Mandatory Provisions shall become effective upon obtaining approvals from the authority for the examination and approval of companies as authorised by the State Council and China Securities Regulatory Commission. For any changes related to the registered particulars of the Company including change of company's name, registered address, legal representatives, registered capital, type of enterprise, scope of operation, term of operation, name of promoters, application shall be made to company registration and administration authority for change in registration in accordance with the laws.

(Article 162 of Mandatory Provisions)

## **Chapter 23 Dispute Resolution**

Article 191 The Company shall abide by the following principles for dispute resolution:

- (1) Whenever any disputes or claims arise between: shareholders of the overseas listed foreign shares and the Company, shareholders of the overseas listed foreign shares and the Company's directors, supervisors, general manager or other senior management members, or shareholders of the overseas listed foreign shares and shareholders of domestic shares in respect of any rights and obligations under the itsArticles, Companies Law and any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims between the relevant parties shall be referred to arbitration for resolution.

Where the said dispute or claim of rights is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company or the shareholders, directors, supervisors, general managers or other senior management members of the Company, accept the arbitration.

Disputes in respect of the definition of shareholders and disputes in relation to the register of members may not necessarily be resolved by arbitration.

- (2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must proceed with the arbitral body elected by the claimant.

If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for the proceedings to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.

- (3) If any disputes or claims of rights are settled by way of arbitration in accordance with paragraph (1) of this Article, the laws of the People's Republic of China shall apply, save as otherwise provided in the laws and administrative regulations.
- (4) The ruling of the arbitral body shall be final and conclusive and binding on all parties.

(Article 163 of Mandatory Provisions)

## Chapter 24 Notice

Article 192 Save as otherwise provided in this Articles, any notice, material or written statement to the shareholders of H shares shall be delivered by hand or by post to every shareholders of H shares at the registered address (including the address outside Hong Kong). Notice to the shareholders of H shares shall be sent from Hong Kong as soon as practicable. [Appendix 3-7(3) of the GEM Listing Rules]

Notices of the Company to the shareholders of domestic shares shall be published by way of an announcement in one or several newspapers designated by the securities regulatory authorities of the State and all shareholders of the domestic shares shall be deemed to have received the notice upon the publication of the announcement.

Article 193 All notices which are to be sent by post shall be clearly addressed with postage pre-paid, and shall be put in envelopes before being delivered. Such letters of notice shall be deemed to have been received by the shareholders 5 days after the date of delivery.

Article 194 Any notices, documents, data or written statements from the shareholders or directors to the Company may be delivered personally or sent by registered mail to the legal address of the Company.

Article 195 Shareholders or directors of the Company who wish to prove that certain notices, documents, information or written statements have been sent to the Company shall provide supporting materials proving that such notices, documents, information or

written statements have been sent to the Company under normal practice within a designated delivery period, and that the mailing address is correct and the postage is fully paid.

**Chapter 25 Miscellaneous**

Article 196 In the Articles, references to “accounting firm” shall have the same meaning as “auditor”.

(Article 165 of Mandatory Provisions)

Article 197 The appendices mentioned in the Articles refer the relevant provisions contained in the appendices of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange), which are listed especially for all parties and the Hong Kong Stock Exchange as reference.

Article 198 In the Articles, all numbers include themselves unless otherwise required in the context.