

ARTICLES OF ASSOCIATION

OF

ZHEJIANG HUAYOU COBALT CO., LTD.

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CHAPTER I GENERAL PROVISIONS

Article 1 For the purposes of safeguarding the legitimate rights and interests of the Company, shareholders, employees and creditors, and regulating the organization and conduct of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law") and other relevant regulations.

Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant regulations (hereinafter referred to as the "Company").

The Company is a company limited by shares with foreign investment established upon the approval by the Ministry of Commerce of the People's Republic of China by way of overall restructuring in 2008, which was

Any restrictions on the powers and functions of the legal representative imposed by the Articles of Association or the shareholders' meeting shall not be asserted against bona fide counterparties.

The Company shall bear civil liability for any loss or damage caused to any person by the legal representative in the performance of their duties, and may, in accordance with applicable laws or the Articles of Association, seek compensation from the legal representative at fault.

Article 9 The shareholders shall be liable to the Company with the number of shares they have subscribed for, and the Company shall be liable for its debts with all its assets.

Article 10 Upon entering into force, the Articles of Association shall become a legally binding document that regulates the organization and conduct of the Company and the relations of rights and obligations between the Company and shareholders and between shareholders. The Articles of Association shall be legally binding upon the Company and its shareholders, directors and senior management, all of whom shall be entitled to, according to the Articles of Association, make claims in respect of rights concerning the matters of the Company. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders, against directors the general manager (which is called "president" in the Company, similarly hereinafter) and other senior management of the Company, and against the Company, while the Company may institute legal proceedings against its shareholders, directors the president and other senior management.

For the purposes of the preceding paragraph, the term "institution" shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.

For the purpose of the Articles of Association, other senior management refers to deputy general managers (which is called "vice presidents" in the Company, similarly hereinafter), the secretary to the Board, the chief financial officer (which is referred to as "finance director" in the Company, similarly hereinafter) of the Company, etc.

The Company may invest in other limited liability companies and joint stock limited companies. Its liability towards an investee entity shall be limited to the extent of the amount of capital contributed thereto. Save as otherwise specified in the laws, the Company shall not be an investor bearing joint liability for the debt of its invested enterprises.

CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS

The Company's objectives of business: With focus on the development of new energy lithium-ion battery material industry and supported by scientific and technological innovation, the Company is committed to creating a new energy lithium-ion battery industrial ecology from cobalt and nickel mineral resources extraction, green refining and processing, manufacturing of ternary precursors and cathode materials, to resources recycling. Under the development mode of industrial agglomeration, enterprise clusters, industrial parks and integration, the Company will fully implement the strategy of "Two new areas and Three trends", maintaining its global leading position in the cobalt new material industry and to become a leader in the new energy lithium-ion battery material industry.

The Company adheres to customer-centricity and creating value for customers, providing a platform for employees, and bringing returns to shareholders. The Company practices the development concept of carbon neutrality, develops resources, serves the society and takes social responsibility on its own initiative. The Company is making continuous contributions to the adjustment of the global energy structure and the improvement of human settlement ecological environment.

Article 14 As registered according to the law, the Company's scope of business covers R&D, production and sales: cobalt, nickel, copper oxides; cobalt, nickel, copper salts; cobalt, nickel, copper metals and products; cobalt powder, nickel powder, copper powder, cobalt hydroxide, lithium cobalt oxide, ammonium chloride; import and import commission agents of metal mineral products and crude products; import and import commission agents of production equipment. (the above-mentioned commodities involving quotas, licenses and special regulations shall be handled in accordance with the relevant provisions of the State), and the business of contracting overseas projects (For the details of its scope, please refer to the Qualification Certificate for Contracting Overseas Projects of the People's Republic of China).

The scope of business of the Company shall be such items as approved by the relevant registration authority responsible for the Company.

7.	Shenzhen Fortune Caixin Venture Capital Management Co., Ltd.	817.2000	2.27
8.	Zhejiang Venture Capital Co., Ltd.	720.0000	2.00
9.	Shenzhen Fortune Venture Capital Co., Ltd.	442.8000	1.23
10.	Tongxiang Jinhua Trading Co., Ltd.	259.2000	0.72
Total		36,000.0000	100.00

Article 20 The Company has issued a total of 1,698,347,023 shares, all of which are ordinary shares, including: (i) 1,598,347,023 shares held by A-share shareholders, representing 94.11% of the total; and (ii) 100,000,000 underlying A shares represented by GDRs held by foreign investors based on the conversion ratio determined by the Company, representing 5.89%.

Section 2 Increase, Reduction and Repurchase of Shares

Article 21 Article 21 Based on its operational and development needs, the Company may increase capital in the following means in accordance with the provisions of laws and regulations upon resolution made at the shareholders' meeting:

- (I) issuance of shares to unspecified investors;
- (II) issuance of shares to specified investors;
- (III) placement of shares to existing shareholders;
- (IV) distribution of bonus shares to existing shareholders;
- (V) conversion of capital reserve into share capital;

(VI) other means provided by laws and administrative regulations and approved by the CSRC.

If the Company is to increase its capital by an offering of new shares, it shall do so by the procedure provided for in relevant laws and administrative regulations of the state after such increase has been approved in accordance with the Articles of Association.

When the Company issues convertible corporate bonds, the issuance of convertible corporate bonds, the conversion procedures and arrangement, the changes in the Company's share capital caused by the conversion and other matters shall be conducted in accordance with laws, administrative regulations, department rules, and other documents and as stipulated in the prospectus of convertible corporate bonds.

Article 22 The Company may reduce its registered capital. To reduce its registered capital, the Company shall undergo the procedures in accordance with the Company Law, other relevant provisions, and the Articles of Association.

Article 23 The Company may repurchase its own shares in accordance with laws, administrative regulations, department rules, and the Articles of Association under any of the following circumstances:

- (I) to decrease the registered capital of the Company;
- (II) to merge with another company holding shares of the Company;
- (III) to grant shares under the employee stock ownership plan or as equity incentives;

(IV) the Company is requested by any shareholder to purchase his/her shares because he/she raises objection to the Company's resolution on merger or division made at the shareholders' meeting;

(V) to satisfy the conversion of those corporate bonds convertible into shares issued by the Company with shares;

(VI) to safeguard the Company's value and the shareholders' interests as the Company deems necessary;

(VII) other circumstances permitted by laws or administrative regulations.

The Company shall not repurchase its own shares except under the above circumstances.

Article 24 The Company may repurchase its shares through open centralized trading on a stock exchange or other methods approved by laws, regulations and the CSRC.

Where the Company repurchases its shares under the circumstance set forth in subparagraph (III), (V) or (VI) under the first paragraph of Article 23 of the Articles of Association, it shall be conducted through open centralized trading.

Article 25 Where the Company repurchases its shares under the circumstance set forth in subparagraph (I) or (II) under the first paragraph of Article 23 of the Articles of Association, it shall be resolved at a shareholders' general meeting. Where the Company purchases its shares under the circumstance set forth in subparagraph (III), (V) or (VI) under the first paragraph of Article 25 of the Articles of Association, it shall be resolved by more than two-thirds of the directors present at a Board meeting according to the provisions of the Articles of Association or as authorized by the shareholders' general meeting.

Where the Company falls under the circumstance set forth in subparagraph (I) after repurchasing its shares in accordance with the provisions of Article 23 of the Articles of Association, it shall cancel the shares within 10 days from the date of repurchase. If the Company falls under the circumstance set forth in subparagraph (II) or (IV), it shall transfer or cancel the shares within six months. If the Company falls under the circumstance set forth in subparagraph (III), (V) or (VI), the total number of shares of the Company held by it shall not exceed 10% of the total number of shares issued by the Company, and the Company shall transfer or cancel the shares within three years.

If the Company cancels its shares repurchased, it shall carry out the registration of the change in its registered capital with the original company registration authority in accordance with the law. The amount of the Company's registered capital shall be reduced by the total par value of the shares canceled.

Section 3 Transfer of Shares

Article 26 Subject to the laws and administrative regulations, the shares of the Company may be transferred free of any lien.

In the event that the Company's shares are delisted, the shares of the Company will continue to be traded through the agency share transfer system.

The Company shall not amend the provision in the preceding paragraph of the Articles of Association.

Article 27 The Company shall not accept its shares being held as the object of a pledge.

Article 28 The shares of the Company held by the promoters shall not be transferred within one year from the date of the Company's establishment. The shares issued before the Company's public offering of shares shall not be transferred within one year from the date on which the Company's shares are listed on the stock exchange.

The directors and senior management of the Company shall report the shares of the Company they held to the Company and the changes thereof, and the shares allowed to be transferred each year during their term of office, as determined at the time of appointment, shall not exceed 25% of the total number of shares of the same class of the Company they held; the shares of the Company they held shall not be transferred within one year from the date on which the Company's shares are listed and traded. The above-mentioned personnel shall not transfer the shares of the Company they held within half a year after leaving the Company.

If there is any change in the shares of the Company held by the directors and senior management due to equity distribution by the Company, the above provisions shall apply.

Article 29 If any directors, supervisors, senior management of the Company or shareholders holding more than 5% of the Company's shares sell the shares of the Company or other equity securities held by them within six months after their purchase of the same, or purchase the above-mentioned shares or securities within six months after their sale of the same, the proceeds thereof shall belong to the Company and the Board of the Company will recover such proceeds. However, such circumstance where a securities company holds more than 5% of the shares after by taking up the remaining shares not subscribed pursuant to an underwriting arrangement and other circumstances required by the securities regulatory authority of the State Council shall not be subject to the six-month restriction.

The shares or other equity securities held by the directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouses, parents, children and held through others' accounts.

If the Board of the Company fails to observe the first paragraph, the shareholders shall be entitled to request the Board to enforce the same within 30 days. If the Board of the Company fails to do so within the aforesaid time limit, the shareholders are entitled to directly file a lawsuit at the people's court in their own name for the sake of the Company.

If the Board of the Company fails to comply with the requirements set out in the first paragraph, the responsible director(s) shall assume joint and several liabilities according to the laws.

Section 4 Financial Assistance for the Purchase of Shares of the Company

Article 30 Neither the Company nor its subsidiaries shall, at any time, provide any form of financial assistance for the acquisition of shares issued by the Company or its parent company.

The provisions of this Article shall not apply to the circumstances described in Article 32 of the Articles of Association.

Article 31 For the purposes of this section, the term "financial assistance" shall include but not be limited to financial assistance in the forms set forth below:

(I) gift;

(II) security (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligation by the obligor), indemnity (excluding, however, indemnity arising from the Company's own fault), release or waiver of rights;

(III) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled before the obligations of the other party to the contract, or the change of parties to the contract, or the transfer of rights under such loan or contract;

(IV) financial assistance in any other forms if the Company is insolvent or has no net assets or if such assistance would lead to a major reduction in the Company's net assets.

For the purposes of this section, the expression "assuming of obligations" referred to includes the assuming of obligations by the change of the obligor's financial position by way of a contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.

Article 32 The acts listed below shall not be regarded as acts prohibited under Article 30 of the Articles of Association:

(I) where the Company provides the relevant financial assistance genuinely for the benefit of the Company and the main purpose of the financial assistance is not to purchase the shares of the Company, or the financial assistance is an incidental part of some overall plan of the Company;

(II) lawful distribution of dividends in the form of the Company's property;

(III) distribution of dividends in the form of shares;

(IV) reduction of registered capital, repurchase of shares, adjustment of the equity structure, etc. in accordance with the Articles of Association;

(V) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the provision does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company's distributable profit);

(VI) the provision of money by the Company for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company's distributable profit; and provision of money for an employee shareholding scheme shall not be made under the circumstances expressly prohibited by law or regulations).

(VII) for the benefit of the Company and by a resolution made by the Board of Directors, the Company may provide financial assistance to others for their purchase of shares of the Company, but the cumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. The said resolution made by the Board of Directors shall be subject to the approval of at least two-thirds of all directors.

CHAPTER IV SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS

Article 33 The Company's shares shall be registered shares.

The share certificate of the Company shall bear the following main items:

- (I) the name of the Company;
- (II) the date of registration and establishment of the Company;
- (III) the class of shares, par value and the number of shares it represents;
- (IV) the serial number of share certificates;
- (V) other matters as required by the Company Law, other laws and regulations and the stock exchange(s) where the shares or GDRs of the Company are listed.

If the Company's shares or GDRs are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed shall apply.

Article 34 Share certificates shall be signed by the chairperson of the Board. If the signatures of other senior management members of the Company are required by the stock exchange(s) where the shares of the Company are listed, the share certificates shall also be signed by such other senior management members. The share certificates shall become effective after the Company's seal is affixed thereto or printed thereon. The signature of the chairperson of the Board or of other relevant senior management members on the share certificates may also be in printed form.

If the Company's shares or GDRs are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed shall apply.

Article 35 The Company shall keep a register of shareholders, in which the following particulars shall be recorded:

- (I) the name, address (domicile), profession or nature of each shareholder;
- (II) the class and quantity of shares held by each shareholder;
- (III) the amount paid or payable for the shares held by each shareholder;
- (IV) the serial numbers of the shares held by each shareholder;
- (V) the date on which each shareholder is registered as such;
- (VI) the date on which each shareholder ceases 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.

If the Company's shares or GDRs are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed shall apply.

Article 36 The Company may, pursuant to an understanding or agreement reached between the securities regulatory authority of the State Council and foreign securities regulators, keep its

register of holders of GDRs outside the PRC, and appoint an overseas agent to administer the same.

The Company shall keep at its domicile a duplicate of the register of holders of GDRs. The appointed overseas agent shall ensure that the original and duplicate of the register of holders of GDRs are consistent at all times.

If the original and duplicate of the register of holders of GDRs are inconsistent, the original shall prevail.

Article 37 The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

(I) a register of shareholders kept at the Company's domicile other than those provided for under items (II) and (III) of this paragraph;

(II) a register of holders of GDRs kept in the place of the overseas stock exchange where the GDRs of the Company are listed;

(III) registers of shareholders kept in such other places as the Board may decide necessary for listing of the Company's shares.

If the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed have any other provisions, such provisions shall prevail.

Article 38 The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part thereof.

Changes to and corrections of each part of the register of shareholders shall be carried out in accordance with the laws of its situs.

If the Company's shares or GDRs are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed shall apply.

Article 39 No transfer of shares will be registered within 30 days before a shareholders' general meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution. If the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed have any other provisions, such provisions shall prevail.

Article 40 Any person that challenges the register of shareholders and requests his/her name to be entered into or removed from the register of shareholders, may apply to the competent court for rectification of the register of shareholders.

If the Company's shares or GDRs are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed shall apply.

Article 41 Any shareholder who is registered in the register of shareholders or any person who requests his/her name to be entered into the register of shareholders, may apply to the Company for issuance of a replacement certificate in respect of such shares if his/her share

certificate is lost.

Applications for the replacement of share certificates from holders of A shares who have lost their certificates, shall be handled in accordance with relevant provisions of the Company Law. Applications for the replacement of receipts from overseas holders of GDRs who have lost their global depository receipts, may be handled in accordance with the laws, rules of the stock exchange or other relevant regulations of the place(s) where the original of the register of overseas holders of GDRs is kept.

If the Company's shares or GDRs are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed shall apply.

Article 42 After the Company has issued a replacement share certificate in accordance with the Article of Association, it may not delete from the register of shareholders the name of a bona fide purchaser of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he/she is a bona fide purchaser).

If the Company's shares or GDRs are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed shall apply.

Article 43 The Company shall not be liable for any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate,

CHAPTER V

MEETING

Section 1 Shareholders

Article 44 The Company shall keep a register of shareholders in accordance with the voucher provided by the securities register authority. The Company's shareholders are persons that lawfully hold shares of the Company and whose names are entered in the register of shareholders. The shareholders enjoy rights and fulfill obligations as per the class and quantity of the shares they hold; shareholders holding the same class of shares enjoy the same rights and fulfill the same obligations.

Article 45 When the Company convenes a shareholders' general meeting, distributes dividends, undergoes liquidation and engages in other activities requiring the identification of shareholders, the Board or the convener of the shareholders' general meeting shall decide the equity registration date. Shareholders whose names appear on the register at the close of trading on the equity registration date shall be the shareholders enjoying relevant rights and interests.

Article 46 The shareholders of the Company shall have the following rights:

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

(II) shareholder(s) severally or jointly holding at least 1% of the Company's shares may submit proposals to the Board in relation to their queries against the Independent Director or his dismissal;

(III) to lawfully request the calling, convening, presiding over or attending of the shareholders' meetings, either in person or by proxy, and exercise the corresponding voting right;

(IV) to supervise and manage, present suggestions on or make inquiries about the operations of the Company;

(V) to transfer, gift or pledge their shares in accordance with the laws, administrative regulations and the Articles of Association;

(VI) to inspect and duplicate the Company's Articles of Association, the register of shareholders, minutes of shareholders' meetings, Board meeting resolutions, and financial and accounting reports; and to examine the Company's accounting books and vouchers where entitled;

(VII) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the shares held by them;

(VIII) for shareholders dissenting to a resolution for the merger or division of the Company at the shareholders' meeting, to demand the Company to acquire their shares;

(IX) other rights stipulated by the laws, administrative regulations, departmental rules or the Articles of Association.

Article 47 If any shareholder proposes to inspect the relevant information mentioned in the preceding article or asks for information, the shareholder shall provide the Company with written documents bearing evidence of the class and number of shares held by such shareholder, and the Company shall provide the information as required by such shareholder upon verification of the shareholder's identity.

If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint and several liabilities for the Company's debts.

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

Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

Article 52 The controlling shareholder or actual controller of the Company who pledges the shares of the Company they hold or actual controller shall maintain control over the Company and ensure the stability of its production and operations.

Article 53 The controlling shareholders and de facto controllers of the Company shall not use the connected relations to the detriment of the interests of the Company; otherwise, they shall be liable for compensation for any loss caused to the Company.

The controlling shareholders and de facto controllers of the Company shall perform fiduciary duty to the Company and general public shareholders thereof. The controlling shareholders shall exercise capital contributors' rights in strict accordance with the laws, shall not damage the legitimate rights and interests of the Company and general public shareholders by such means as profit distribution, asset reorganization, external investment, fund appropriation, loan and guarantee and shall not abuse their controlling status to damage the interests of the Company and general public shareholders.

The directors, supervisors and senior management are legally obliged to safeguard the asset security of the Company. If any director or senior management assists or connives at the embezzlement of Company's assets by the controlling shareholder, de facto controller or their affiliates, the Board of Directors of Company will sanction the directly responsible person based on the severity of the circumstances, and will propose at a general meeting to remove from office such director who is materially accountable therefor.

Article 54 In addition to the obligations imposed by laws and administrative regulations or the listing rules of the stock exchange(s) where the shares or GDRs of the Company are listed, the controlling shareholder may not, in exercising its powers as shareholders, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below:

(I) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;

(II) approving that a director or supervisor (for his/her own or others' benefit) deprive the Company of its property in any way, including but not limited to any opportunities that are advantageous to the Company;

(III) approving that a director or supervisor (for his/her own or others' benefit) deprive other shareholders of their personal rights or interests, including but not limited to the rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the shareholders' general meeting for adoption in accordance with the Articles of Association.

Article 55 The shareholders' meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:

(I) to elect and replace directors who are not employee representatives, and determine the remunerations of directors;

(II) to consider and approve the reports of the Board;

(III) to consider and approve the Company's profit distribution plan and loss recovery plan;

(IV) to resolve on increase or decrease of the registered capital of the Company;

(V) to resolve on issuance of corporate bonds;

(VI) to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Company;

(VII) to amend the Articles of Association;

(VIII) to resolve on the appointment, dismissal or non-renewal of the accounting firm engaged to conduct the audit of the Company;

(IX) to consider and approve the guarantees stipulated in Article 56;

(X) to consider the Company's purchase or sale of major assets or provision of guarantees for others within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;

(XI) to consider and approve matters relating to the changes in the use of proceeds from share offerings;

(XII) to consider equity incentive plans and employee stock ownership plan;

(XIII) to consider other matters which, in accordance with the laws, administrative regulations, departmental rules or the Articles of Association, shall be approved at the shareholders' meeting.

The functions and powers of the shareholders' meeting mentioned above shall not be delegated to the Board of Directors or any other body or individual, except where the shareholders' meeting authorizes the Board of Directors to make resolutions on the issuance of corporate bonds, or where applicable laws, administrative regulations or the rules of the CSRC or Chinese stock exchanges provide otherwise.

Article 56 Any transaction involving "provision of guarantees" by the Company shall require approval not only by a majority of the directors, but also by at least two thirds of the directors present at the Board meeting, and shall be disclosed in a timely manner.

The provision of the following external guarantees by the Company shall be considered and approved at the shareholders' meeting after deliberation and approval by the Board.

(I) any guarantees provided by the Company and its holding subsidiaries after the total amount of external guarantees has exceeded 50% of the latest audited net assets of the Company;

(II) any guarantees provided by the Company after the total amount of external guarantees

has exceeded 30% of the latest audited total assets of the Company;

(III) guarantees for guarantee objects whose liability-asset ratio exceeds 70%;

(IV) guarantees provided by the Company in twelve consecutive months with the amount exceeding 30% of the latest audited total assets of the Company;

(V) a single guarantee with the amount exceeding 10% of the latest audited net assets;

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

(VII) other guarantees as required in the rules of the exchange and the Articles of Association.

When a guarantee mentioned in Item (IV) in the preceding paragraph is considered and approved at the shareholders' meeting, it shall be passed by at least two-thirds of the voting rights held by the shareholders present at the meeting.

The Company shall hold responsible persons liable for any violation of the authority and procedures for approving external guarantees by the shareholders' meeting and the Board as provided in the Articles of Association, and shall refer the matter to judicial authorities in accordance with applicable laws if the violation is serious or involves suspected criminal conduct.

Article 57 Shareholders' general meetings are classified into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within six months from the end of the previous fiscal year.

Article 58 In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of the occurrence of the circumstance:

(I) when the number of directors falls short of the number specified in the Company Law or is less than two thirds (namely 6 directors) of the number specified in the Articles of Association;

(II) when the unrecovered losses of the Company amount to one third of the total paid-up share capital;

(III) when shareholders severally or jointly holding at least 10% shares (including preferred shares with restored voting rights, etc., hereinafter the same shall apply) of the Company request in writing to hold such meeting;

(IV) when the Board deems it necessary;

(V) when the Audit Committee proposes to hold such a meeting;

(VI) other circumstances as stipulated in the laws, administrative regulations, departmental rules or the Articles of Association.

Article 59 The venue of the shareholders' general meeting of the Company shall be the domicile of the Company.

Shareholders' general meetings shall be held onsite at the venue prepared in advance. The Company shall facilitate the shareholders' participation in the meeting in the form of safe, economical and convenient network or in other forms. Shareholders participating in a shareholders' general meeting by the aforementioned means shall be deemed to have attended such meeting.

Article 60 When holding a shareholders' general meeting, the Company shall engage lawyers

to give legal opinions and make an announcement on the following matters:

(I) whether the procedures of convening and holding the meeting comply with the laws, administrative regulations and the Articles of Association;

(II) whether the qualifications of the attendees and the convener of the meeting are lawful and valid;

(III) whether the voting procedure and results of the meeting are lawful and valid;

(IV) legal opinions on other relevant matters at the request of the Company.

Section 3 Convening of Shareholders' General Meeting

Article 61 Upon approval by a majority of all independent directors, an independent director shall have the right to propose to the Board to hold an extraordinary general meeting. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether it agrees to hold such an extraordinary general meeting within 10 days after receipt of the proposal of the independent director to hold such a meeting.

If the Board agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement in respect thereof.

Article 62 The Supervisory Committee shall have the right to propose to the Board to hold an extraordinary general meeting, and shall put forward such proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether it agrees to hold such an extraordinary general meeting within 10 days after receipt of the proposal.

If the Board agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by the Supervisory Committee.

If the Board does not agree to hold the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.

Article 63 Shareholder(s) severally or jointly holding at least 10% shares of the Company shall have the right to request the Board to hold an extraordinary meeting, and shall put forward such request to the Board in writing, stating the subjects to be considered at the meeting. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether it agrees to hold such an extraordinary meeting within 10 days after receipt of the written request.

If the Board does not agree to hold the extraordinary meeting or fails to give a written reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding at least 10% shares of the Company shall be entitled to propose to the Audit Committee to hold an extraordinary general meeting, and shall put forward such request to the Audit Committee in writing.

If the Audit Committee agrees to convene the extraordinary meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.

If the Audit Committee fails to serve the notice of shareholders' meeting within the prescribed period, it shall be deemed as failing to convene and preside over the shareholders' meeting. The shareholder(s) severally or jointly holding at least 10% shares of the Company for at least 90 consecutive days may convene and preside over the meeting by themselves.

Article 64 Where the Audit Committee or shareholders decide to convene a shareholders' meeting by itself/themselves, it/they shall notify the Board in writing and file with the stock exchange.

Prior to the announcement of the resolution of the shareholders' meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.

The Audit Committee or the convening shareholders shall, upon issuing a notice of shareholders' meeting and announcing the resolution thereof, submit the relevant documentation to the stock exchange.

Article 65 With regard to the shareholders' general meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of members as of the equity registration date.

Article 66 If the Supervisory Committee or shareholders itself/themselves convene a shareholders' general meeting, the expenses necessary for the meeting shall be borne by the Company. If the Supervisory Committee or shareholders itself/themselves convene a shareholders' general meeting due to the disagreement of the Board, the expenses shall be deducted from the amount payable by the Company to the directors committing dereliction of duty.

Article 67 The content of a proposal shall be determined by the shareholders' general meeting, have definite topics and specific resolutions, and shall comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.

Article 68 Where the Company convenes a shareholders' meeting, the Board, the Audit Committee, and shareholder(s) severally or jointly holding at least 1% shares of the Company shall have the right to make proposals to the Company.

Shareholder(s) severally or jointly holding at least 1% shares of the Company may submit written provisional proposals to the convener 10 working days before a shareholders' meeting is convened. The convener shall serve a supplementary notice of shareholders' meeting within two days after receipt of the proposals and announce the contents of the provisional proposals, unless

the provisional proposals violate laws, administrative regulations or the provisions of this Articles of Association, or are not within the scope of the powers of the shareholders' meeting.

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

Proposals not set out in the notice of shareholders' meeting or not complying with Article 67 of the Articles of Association shall not be voted or resolved at the shareholders' meeting.

Article 69

disclosed when the notices or supplementary notices of shareholders' general meetings are served.

The interval between the equity registration date and the convening date of the shareholders' general meetings shall not be more than seven working days. The equity registration date shall not be changed once confirmed.

Article 71 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors or supervisors, which information shall at least include:

(I) personal particulars, including educational background, work experience, and part-time jobs;

(II) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers;

(III) the number of shares of the Company one holds;

(IV) whether one has been subject to penalties by the CSRC and any other relevant authority or the reprimand of the stock exchange;

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

Article 72 After the notice of shareholders' general meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without

shall present his/her identity card or other valid identity certificates or share account card; a proxy attending a shareholders' general meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.

For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder.

Article 76 Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s). The power of attorney issued by a shareholder to appoint a proxy to attend a shareholders' meeting shall specify:

(I) the name of the appointer, and the class and number of shares of the Company held;

(II) the name of the proxy;

(III) specific directives from the shareholders, including the directive to vote for or against or abstain from voting on each and every matter under consideration included in the agenda of the shareholders' meeting;

(IV) the date of issue and validity period of the power of attorney;

(V) signature (or seal) of the principal.

If the principal is a corporate shareholder, the corporate seal shall be affixed.

Any power of attorney issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted on in connection with each topic of the meeting.

Article 77 A power of attorney shall state clearly that the proxy shall be entitled to vote at his discretion in the absence of specific instructions from the shareholder.

Article 78 The power of attorney appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the power of attorney is signed by other personnel authorized by consignor, the power of attorney or other authorization documents authorizing the execution of the power of attorney shall be notarized. The notarized power of attorney or other authorization document, together with the power of attorney appointing the proxy, shall be placed at the domicile of the Company or other location specified in the notice convening the meeting.

Where the principal is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall attend the shareholders' general meeting of the Company.

Article 79 A vote made by the proxy in accordance with the terms of a power of attorney shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation

of the power of attorney

announcement, and the principle and contents of authorization of the Board on shareholders' general meetings. The rules of procedure for shareholders' general meetings shall be appendix to the Articles of Association and shall be formulated by the Board and approved at the shareholders' general meeting.

Article 85 The Board and the Supervisory Committee shall report their work in the preceding year at the shareholders' annual general meeting. Every independent director shall also make his work report.

Article 86 Directors, supervisors and senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at shareholders' general meetings.

Article 87 The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

Article 88 Minutes of a shareholders' general meeting shall be kept by the secretary to the Board. The minutes of the meeting shall specify:

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

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

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

(IV) the consideration process, summaries of speeches and voting result for each proposal;

(V) inquiries or suggestions of the shareholders, and the corresponding responses or explanations;

(VI) the names of the lawyer, counting officer and monitoring officer;

(VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

Article 89 The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending directors, supervisors, secretary to the Board, convener or representative thereof, and presider shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or other means shall be maintained together for no less than 10 years.

Article 90 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven days after receiving payment of reasonable charges.

Article 91 The convener shall ensure that a shareholders' general meeting is held continuously until final resolutions are arrived at. If the shareholders' general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, the

convener shall take necessary measures to resume the shareholders' general meeting as soon as possible or directly terminate the shareholders' general meeting and make a responsive announcement. Meanwhile, the convener shall report to the local office of the CSRC where the Company is located and the stock exchange.

Article 92 Resolutions of a shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

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

Special resolutions shall be passed by votes representing two thirds or more of the voting rights held by shareholders (including proxies thereof) attending the shareholders' general meeting.

Article 93 The following matters shall be approved by ordinary resolutions at a shareholders' general meeting:

- (I) work reports of the Board and the Supervisory Committee;
- (II) the profit distribution plan and loss recovery plan proposed by the Board;
- (III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;
- (IV) the Company's balance sheets, income statements and other financial statements;
- (V) the Company's annual reports;
- (VI) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations or the Articles of Association.

Article 94 The following matters shall be approved by special resolutions at a shareholders' general meeting:

- (I) increase or decrease of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company;
- (II) issuance of corporate bonds;
- (III) division, spin-off, merger, dissolution and liquidation form of the Company;
- (IV) amendment to the Articles of Association;
- (V) the Company's purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (VI) equity incentive plans;
- (VII) any other matter specified in the laws, administrative regulations or the Articles of Association and confirmed by an ordinary resolution at a shareholders' general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.

Article 95 Shareholders (including proxies thereof) shall exercise their voting rights as per

the voting shares they represent. Each share carries the right to one vote.

Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the shareholders' general meeting. The separate counting results shall be disclosed timely and publicly.

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

If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' general meeting.

The Board, independent directors, shareholders of the Company holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules and the provisions of the securities regulatory authorities of the State Council may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. Save for the statutory conditions, the Company shall not set minimum shareholding percentage limit for collection of voting rights.

and validly held, make it convenient for the shareholders to attend the shareholders' general meetings through various means, including using modern information technology to establish an online voting platform.

Article 98 Unless otherwise under special emergency circumstances, the Company shall not, without the approval of the shareholders' general meetings by special resolutions, enter into any contract with any person other than directors, the president and other senior management for authorization of management of all or substantial part of business of the Company to such persons.

Article 99 The list of nominees for non-employee representative director positions

meeting to agree to accept the nomination, and undertake that the information disclosed is true and complete and ensure to earnestly perform the duties of directors upon election. The Board shall be responsible for preparing proposals and submitting them to the shareholders' meeting for the nomination of directors (including independent directors).

(IV) Employee representative directors are elected by the employee representatives assembly, the general employee meeting or other forms of democratic elections of the Company.

When voting on the election of directors, the shareholders' meeting may implement accumulative voting system if there are over one proposed director or supervisor.

Accumulative voting system referred to in the preceding paragraph means a system whereby each share, at voting to elect directors at a shareholders' meeting, carries the number of voting rights equivalent to the number of the directors to be elected, and a shareholder may concentrate his voting rights. The Board shall make public to the shareholders the resume and general information of the candidates for directors.

The nomination and election of directors shall adopt the cumulative voting system, the procedures of which shall be as follows:

Each share carries a voting right equivalent to the number of directors to be elected. A shareholder may concentrate the votes to nominate one candidate or separate the votes to nominate a number of candidates. The candidates of directors shall be determined according to the number of votes and the requirements for directors in the Articles of Association.

In the election, each share of the shareholder carries a voting right equivalent to the number of directors to be elected. A shareholder has the right to divide the votes equally for each candidate of directors or concentrate the votes on one or some candidate(s) or elect other person(s). The directors shall be determined according to the number of votes and the requirements for directors in the Articles of Association.

Separate voting shall be conducted for independent directors and non-independent directors. Based on the number of directors to be elected, candidates shall be ranked in descending order according to the number of votes received, and those with the highest number of votes shall be elected.

Article 100 Save under the cumulative voting system, the shareholders' general meeting shall resolve on all the proposals separately; in the event of several proposals for the same matter, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the shareholders' general meeting is terminated or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the shareholders' general meeting.

Article 101 No amendment shall be made to a proposal when it is considered at a shareholders' general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the shareholders' general meeting.

Article 102 The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.

Article 103 When a ballot is held, shareholders (including proxies) having the right to two or

more votes need not use all of their voting rights in the same way, unless otherwise specified in the laws, administrative regulations and the listing rules of the stock exchange(s) where the shares or GDRs of the Company are listed.

Article 104 Voting at any shareholders' general meeting shall be conducted by open poll,

CHAPTER VI BOARD OF DIRECTORS

Section 1 Directors

Article 113 Where a director is a natural person, he/she shall not act as a director of the Company in one of the following circumstances:

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

(II) a person who has been punished for committing an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging socialist economic order or who has been deprived of his/her political rights due to any crime, in each case where less than five years have elapsed since the date of the end of such punishment or deprivation, or a person who has been imposed a probation, where less than 2 years have elapsed since the expiration of the probation period;

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

(IV) a person who is a former legal representative of a company or enterprise, which had its business license revoked and was ordered to close down due to a violation of laws and who incurred personal liability, where less than three years have elapsed since the date of the revocation of the business license or the order to close down;

(V) a person who has a substantial amount of debts due and outstanding and is listed as dishonest persons subject to enforcement by the people's court;

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

(VII) a person who has been publicly determined by the stock exchange to be unfit to serve as a director or senior manager of a listed company, which determination remains effective;

(VIII) other contents as prescribed by laws, administrative regulations or departmental rules.

Where the Company elects and appoints its directors in violation of the provisions of this Article, such election, appointment or engagement shall be invalid. Where, during his/her term of office, a director is found to be a person as specified in the circumstances herein, the Company will remove him/her from office and terminate his/her performance of duties.

Article 114 The Board of the Company shall have one (1) director served by employee representative. The employee representative director shall be elected by the employee representatives assembly, the general employee meeting or other forms of democratic elections of the Company, without being submitted to the shareholders' meeting for deliberation.

Non-employee representative directors shall be elected or replaced by the shareholders' meeting and may be removed from office prior to the expiry of their term of office, and the term of office shall be three years. Upon expiry, the term of office may be renewed if he/she is re-elected, provided that an independent director shall serve a continuous term of no more than 6 years. Directors are not required to hold shares of the Company.

The term of office of a director shall be calculated from the date upon which the director assumes office to the expiry of the current Board. If the term of office of a director expires but re-

(IX) not to abuse his/her connections with the Company to jeopardize the interests of the Company;

(X) other obligation of fidelity provided by laws, administrative regulations, departmental rules and the Articles of Association.

The income incurred in violation of this Article shall be accounted to the Company; for any loss caused to the Company, he/she shall be liable for compensation.

Article 116

automatically after the effective date of his/her resignation and at the end of his/her term of office, but the duty of confidentiality it owes to the Company's trade secrets (including core technologies, etc.) shall remain in effect until such trade secrets become public information. Such directors shall not use the core technology of the company to engage in the same or similar business as the company. The duration of the other obligations shall not be less than 2 years.

Article 120 Except as required by the Articles of Association or except as lawfully authorized by the Board, any director shall not purport to represent the Company or the Board in his/her own name. When a director acts in his/her own name and a third party reasonably considers such director acts on behalf of the Company or the Board, such director shall declare in advance his/her position and capacity.

Article 121 The director shall be liable for the compensation to the Company for losses caused should he/she violates laws, administrative regulations, departmental rules or the Articles of Association when performing the duties.

Article 122 The independent directors shall perform their responsibilities in accordance with laws, administrative regulations and relevant requirements of the departmental rules.

Section 2 Board of Directors

Article 123 The Company shall set up a Board, which shall be responsible to the general meeting.

Article 124 The Board shall be composed of seven directors, including three independent directors and one employee representative director.

Article 125 The Board shall exercise the following functions and powers:

(I) to convene general meetings and to report on its work at the general meetings;

(II) to implement resolutions of the general meetings;

(III) to decide on the business plans and investment proposals of the Company;

(IV) to prepare proposals for profit distribution and for making up accrued losses of the Company;

(V) to prepare proposals for the increase or reduction of share capital, the issue of bonds or other securities and listing;

(VI) to draft proposals for major acquisitions, purchase of the Company's shares, merger, demerger, dissolution, or change in the form of the Company;

(VII) within the scope of authorization by the general meeting, to make decisions on external investments, assets purchase or sales, assets pledges, external guarantees, entrusted wealth management, related party transactions, donations etc.;

(VIII) to decide on the establishment of internal management organization of the Company;

(IX) to decide on the appointment or dismissal of the president, the secretary to the Board and other senior management of the Company and to determine matters relating to their remuneration, rewards and penalties, and at the recommendation of the president, to decide on the appointment or dismissal of a vice president, finance director and other senior management of the Company

and to determine matters relating to their remuneration, rewards and penalties;

(X) to formulate the basic management regulations of the Company;

(XI) to prepare proposals for the amendment to the Articles of Association;

(XII) to manage disclosure of information concerning the Company;

(XIII) to propose to the general meeting for the engagement or change of auditors of the Company;

(XIV) to receive reports and examine the work of the president of the Company;

(XV) such other duties and functions as authorized by the laws, administrative regulations, departmental rules or the Articles of Association.

Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration. The statutory functions and powers of the Board shall not be exercised by the chairman of the Board or the president.

The Board shall set up the audit committee, and shall set up the strategy committee, the nomination committee, and the remuneration and assessment committee and other special committees as required. These special committees shall be responsible to the Board, fulfill duties according to the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for deliberation. Members of special committees are all directors.

Among them, the Audit Committee shall consist of 3 members, all of whom shall be directors not serving as senior officers of the Company, including 2 independent directors. Meetings of the Audit Committee shall be convened by an independent director with accounting expertise. Both the members of the Audit Committee and the convener shall be elected by the Board of Directors. In both the Nomination Committee and the Remuneration and Appraisal Committee, independent directors shall constitute the majority and serve as conveners of the committee meetings.

The Audit Committee shall hold meetings at least once every quarter. Interim meetings may be convened upon the request of two or more members or when the convener deems it necessary. A meeting of the Audit Committee shall require the attendance of at least two-thirds of its members to be held.

No resolutions of the Audit Committee shall be adopted unless it is voted for by a majority of its members.

Each member of the Audit Committee shall have one vote in the voting for the resolutions.

For all resolutions of the Audit Committee, meeting minutes shall be prepared in accordance with applicable rules and regulations, which shall bear the signatures of all members of the Audit Committee present.

The Board is responsible for establishing the working procedures of the special committees to regulate their operations.

Article 126 The Board shall set up a special meeting for independent directors. The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors. When the convener fails or is unable to perform his/her duties, two or more independent directors may convene and elect a

representative to preside over the meeting. The following matters shall be subject to the deliberation of the special meeting of independent directors:

(I) to independently hire an intermediary to audit, consult, or verify specific matters of the Company;

(II) to propose to the Board to convene an extraordinary shareholders' meeting;

(III) to propose to convene a Board meeting;

(IV) related-party transactions that should be disclosed;

(V) plans for the Company or related parties to change or waive commitments;

(VI) the decisions and measures taken by the Board in response to the acquisition of the Company;

(VII) other matters stipulated by laws, administrative regulations, rules, and the Articles of Association.

Article 127 The Board shall explain to the general meeting the nonstandard auditing opinions presented by certified accountants with respect to the Company's financial reports.

Article 128 The Board shall formulate rules of procedures of the Board, to ensure the implementation of the resolutions made at general meetings, improve the working efficiency and ensure scientific decisions-making process.

Article 129 The Board shall determine the scope of authority in respect of external investment, acquisition and disposal of assets, asset mortgage, external guarantee, entrusted wealth management, related party transactions and donations. It shall establish strict inspection and decision-making procedures. For major investment projects, the Board shall organize the relevant experts and professional to conduct assessment for approval of the shareholders at a shareholders' meeting.

According to the relevant laws and regulations and the actual situation of the Company, except otherwise provided in the Articles of Association, the Board shall have the authority to consider the following transactions:

(I) the total assets which are the subject of the transaction account for at least 10% of the latest audited total assets of the Company. If there are both book value and assessed value for the assets which are the subject of the transaction, the higher figure shall be used as the basis of calculation;

(II) the net assets which are the subject of the subject matter of the transaction (such as equity interest) account for at least 10% of the latest audited net assets of the Company, with the absolute amount exceeding RMB10 million. If there are both book value and assessed value for the net assets which are the subject of the transaction, the higher figure shall be used as the basis of calculation;

(III) the operating income related to the subject matter of the transaction (such as equity interest) for the most recent financial year accounts for at least 10% of the audited operating income of the Company for the same period, with the absolute amount of such operating income exceeding RMB10 million;

(IV) the net profit related to the subject matter of the transaction (such as equity interest) for

the most recent financial year accounts for 10% of the audited net profit of the Company for the same period, with the absolute amount of such net profit exceeding RMB1 million;

(V) the transaction amount (including the debt and expenses incurred) accounts for at least 10% of the Company's latest audited net assets, with the absolute amount of such transaction exceeding RMB10 million;

(VI) the profit derived from the transaction accounts for at least 10% of the audited net profit of the Company for the most recent financial year, with the absolute amount of such profit exceeding RMB1 million;

(VII) consideration and approval of the related transaction to be entered into between the Company and related natural persons in the amount of RMB0.3 million or above (except for related guarantees); and consideration and approval of the related transaction entered into between the Company and related legal persons in the amount of RMB3 million or above and accounting for at least 0.5% of the absolute amount of the latest audited net assets of the Company (except for related guarantees);

(VIII) the Company's external guarantee.

If the numbers involved in the aforesaid indicators are negative, the absolute value shall be used for calculation.

The Company shall formulate such rules and policies as the Rules of Procedure for Shareholders' Meeting, the Rules of Procedure for Board of Directors, the Related Party Transaction Decision-Making Policy, the External Guarantee Policy, and the Securities, Futures, and Derivatives Investment Management Policy, which clearly define the authority to deliberate

Board;

(III) to sign the securities issued by the Company; if the laws, regulations or the securities regulatory authorities of the place(s) and the stock exchange(s) where the shares or GDRs of the Company are listed have any other provisions, such provisions shall prevail.

(IV) other functions and powers conferred by the Board.

Article 132 The vice chairperson shall assist the chairperson. In the event the chairperson of the Board is unable to perform his/her duties or he/she does not perform his/her duties, the vice chairperson shall perform the duties. Where the vice chairperson is unable to perform his/her duties or he/she does not perform his/her duties, a director nominated by half or more of the directors shall perform the duties.

Article 133 Meeting of the Board shall be held at least twice a year and be convened by the chairperson. A notice shall be given to all directors and supervisors 14 days before the date of the meeting.

Article 134 A special meeting of the Board may be convened upon requisition by either shareholder holding 10% or more of voting shares, or one-third or more of the directors, or half or more of the independent directors or the Supervisory Committee. The chairperson shall convene and hold the meeting of the Board within 10 days after receiving the requisition.

Article 135 The notification for an extraordinary Board meeting shall be delivered by mail, fax, telephone, e-mail and other ways; the notice period is five days prior to the convening day of

be passed thereof which shall be signed by the directors who attended the meeting.

Article 140 Directors shall attend Board meetings in person. Any director who is unable to attend the meeting for any reason may appoint in writing another director to attend the meeting on his/her behalf. The proxy form shall include the proxy's name, matters under commission, scope of authorization and term of the commission. The signature or seal of the director concerned shall be affixed on the proxy form. The appointed representative shall exercise the rights of a director within the scope of his/her authorisation. If a director fails to attend a Board meeting and has not appointed a representative to attend on his/her behalf, he/she shall be deemed to have waived his/her right to vote at that meeting.

Article 141 The Board shall keep minutes of resolutions on matters discussed at relevant meetings. The minutes shall be signed by the directors and the recorder present at such meetings. The directors shall be liable for the resolutions of the Board. If a resolution of the Board is in violation of laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his/her opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.

Board meeting minutes shall be kept as the Company's records for the duration of 10 years and above.

Article 142 The minutes of the Board meetings shall include the following:

- (I) the date, place and name of convener of the meeting;
- (II) the names of the directors present and the directors (proxies) entrusted by others to attend the Board meeting;
- (III) the agenda of the meeting;
- (IV) key points of directors' speeches;
- (V) the method of voting and result of each resolution (the voting results shall indicate the number of votes for, against or abstaining from a resolution).

Section 3 Secretary to the Board

Article 143 The Board shall appoint a secretary to the Board. The secretary to the Board is a senior manager of the Company and shall be accountable to the Company and the Board.

Article 144 The secretary to the Company's Board shall have the requisite professional knowledge in terms of finance, management and law, possess good professional ethics and personal quality. Any of the following persons shall not serve as a secretary to the Board:

- (I) not meeting the qualifications required by the Company Law
- (II) having been subject to the administrative punishment of China Securities Regulatory Commission in the recent year years;
- (III) having been publicly censured or criticized by circulating a notice of criticism for more than three (3) times by a stock exchange in the recent three years;

(IV) other circumstances that are inappropriate to take the post of secretary to the Board as stipulated by laws, regulations, the rules of the Shanghai Stock Exchange or the Articles of Association.

Article 145 The primary duties of the secretary to the Board are:

(I) to be responsible for the communication and liaison between the Company and the related parties and the stock exchange and other competent authorities, to prepare and submit required reports and documents to relevant authorities;

(II) to be responsible for dealing with the disclosure of corporate information, to urge the Company to develop and implement a system of information disclosure and an internal reporting system of material information in order to facilitate the Company and the related parties in carrying out their information disclosure obligations according to the relevant laws, and handle disclosure of the regular reports and the extraordinary reports to the stock exchange in accordance with the relevant requirements;

(III) to coordinate and manage the relationship between the Company and its investors, to play host to investors' visits, to answer investors' enquiries, and to provide investors with access to information disclosed by the Company;

(IV) to prepare general meetings and Board meetings in accordance with the legal procedures, and to prepare and submit the documents and materials for the relevant meetings, and to ensure that the Company has maintained a complete set of constitutional documents and records;

(V) to participate in Board meetings and produce and sign minutes of meeting;

(VI) to be responsible for the confidentiality of corporate information in relation to disclosure, to draw up relevant confidentiality measures, to procure the directors the president and other senior management and other personnel in the know to keep information in confidentiality prior to its disclosure, and to take timely remedial measures upon leaks of insider information and to report the same to the Shanghai Stock Exchange and other securities regulatory bodies;

(VII) to be responsible for keeping the Company's register of members and directors, as well as the information about the holding of shares in the Company by the major shareholders, directors the president and other senior management, and the documents and minutes of general meetings and Board meetings and so on, and to ensure that persons who are entitled to access the relevant records and documents of the Company can access such records and documents in a timely manner;

(VIII) to assist the directors the president and other senior management to understand the laws, regulations in relation to information disclosure, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Articles of Association and their legal responsibilities under the listing agreement;

(IX) to procure directors and senior management to diligently fulfill its commitments in compliance with applicable laws and regulations, the rules of the Shanghai Stock Exchange, and the Articles of Association;

(X) to discharge such other duties as provided by the laws, regulations and the Articles of Association or as required by the Shanghai Stock Exchange.

Article 146 Directors or senior management staff of the Company may serve concurrently as secretary to the Board. The certified public accountants from the accounting agencies and the lawyers from the law firms appointed by the Company may not serve concurrently as Secretary to the Board.

Article 147 The secretary of the Board shall be nominated by the chairman of the Board and appointed or removed by the Board. Removal decision made to the secretary to the Board by the Board shall be adequate and reasonable, and any removal without any reason is prohibited.

The Company shall file the required materials with the Shanghai Stock Exchange in five transaction days before convening a Board meeting for the appointment of the secretary to the

implementation of the resolutions of the Board and report on work to the Board;

(II) to organize the implementation of the Company's annual business plan and investment proposals;

(III) to draft plans for the establishment of the Company's internal management structure;

(IV) to draft the Company's basic management regulations;

(V) to formulate specific rules and regulations for the Company;

(VI) to propose the appointment or dismissal of vice presidents and the finance director by the Board;

(VII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board;

(VIII) other functions and powers conferred by the Articles of Association or the Board.

The president shall attend Board meetings. If the president is not a director, he/she shall not have the right to vote at Board meetings.

Article 153 The president shall formulate working rules of the president, and shall be implemented after being approved by the Board.

Article 154 The president's working rules include the following contents:

(I) specifying conditions, procedures and participants of the president's meeting;

(II) responsibilities and work allocation of the president and other senior management of the Company;

(III) use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board and the Supervisory Committee;

(IV) other matters which the Board deems necessary.

Article 155 The president may resign before expiry of his/her term of office. The specific procedures and methods for the resignation of the president shall be specified in the employment contract concluded by the president and the Company.

Article 156 The Company may appoint vice presidents according to its operation and management needs. The vice presidents shall be nominated by the president, appointed and dismissed by the Board.

The vice presidents of the Company shall be responsible to the president, perform their duties with the authority granted by the president, and assist the president in his/her work.

Article 157 The listed company shall have a secretary to the Board. He/she shall be responsible for the preparations for shareholders' general meetings and Board meetings, keeping of documentation and management of shareholders' data, matters relating to information disclosure of the Company, etc.

The secretary to the Board shall comply with the relevant provisions of the laws, administrative regulations, departmental rules and the Articles of Association.

Article 158 If any senior management violates laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties in the Company, such senior management shall indemnify the Company against losses incurred due to such violation.

Senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all the shareholders. If the Company's senior management fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.

CHAPTER VIII QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, PRESIDENT AND OTHER SENIOR MANAGEMENT OF THE COMPANY

Article 159 The validity of an act of a director, the president or other senior management of the Company on behalf of the Company shall not, vis-a-vis a bona fide third party, be affected by any non-compliance in his/her holding of such office, election or qualifications.

Article 160 Besides the obligations imposed by the laws, administrative regulations or the listing rules of the stock exchange(s) where the shares or GDRs of the Company are listed, the directors, supervisors, president and other senior management of the Company shall perform the following obligations on each shareholder when exercising the powers conferred on them by the Company:

(I) not

and other senior management shall not necessarily cease upon the termination of their tenure.
Their confidentiality obligation in relation to t

director, a supervisor, the president or other senior management of the Company under an engagement contract approved by the shareholders' meeting, so as to enable him/her to meet the expenses incurred for the purposes of the Company or for the performance of his/her duties to the Company;

(III) the provision by the Company of a loan to or a loan guarantee for a director, a supervisor, the president or other senior management of the Company or a Relevant Person thereof on normal commercial terms, if the ordinary scope of business of the Company includes the lending of money or the provision of loan guarantees.

Article 170 A loan provided by the Company in breach of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.

Article 171 A loan guarantee provided by the Company in breach of the Articles of Association shall be unenforceable against the Company, unless:

(I) the loan was provided to a Relevant Person of a director, a supervisor, the president or other senior management of the Company or of its parent company, and at the time the loan was advanced the lender did not know the relevant circumstances;

(II) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.

Article 172 For the purposes of the preceding Article of this Chapter, the term "guarantee" shall include an act whereby the guarantor assumes liability or provides property to guarantee or secure the performance of obligations by the obligor.

Article 173 If a director, a supervisor, the president or other senior management of the Company breaches his/her obligations to the Company, the Company shall, in addition to any rights and remedies provided by law or administrative regulations, have the right to:

(I) require the relevant director, supervisor, the president or other senior management to compensate for the losses sustained by the Company as a consequence of his/her dereliction of duty;

(II) rescind any contracts or transactions concluded by the Company with the relevant director, supervisor, the president or other senior management and contracts or transactions with a third party (where such third party is well aware or should know that the director, supervisor, the president or other senior management representing the Company was in breach of his/her obligations to the Company);

(III) require the relevant director, supervisor, the president or other senior management to surrender the gains derived from the breach of his/her obligations;

(IV) recover any moneys received by the relevant director, supervisor, the president or other senior management that should have been received by the Company, including but not limited to commissions;

(V) require the relevant director, supervisor, the president or other senior management to return the interest earned or possibly earned on the moneys that should have been given to the Company.

Article 174 The Company shall conclude written contracts in relation to remuneration with each director and supervisor of the Company, which shall be approved by the shareholders'

general meeting before they are entered into. The aforementioned remuneration shall include:

(I) remuneration in respect of his/her service as a director, supervisor or senior management of the Company;

(II) remuneration in respect of his/her service as a director, supervisor or senior management of a subsidiary of the Company;

(III) remuneration for other services provided toward the management of the Company or its subsidiaries;

(IV) the payment by way of compensation for his/her loss of office or retirement to such director and supervisor.

A director or supervisor may not sue the Company for the benefits due to him/her on the basis of the aforementioned matters, except under a contract as mentioned above.

Article 175 The Company shall specify in the contract concluded with a director or supervisor of the Company concerning his/her remuneration that in the event of a takeover of the Company, a director or supervisor of the Company shall, subject to prior approval of the shareholders' general meeting, have the right to receive the compensation or other moneys obtainable for loss of office or retirement. For the purposes of the preceding paragraph, the term "a takeover of the Company" shall mean either of the following:

(I) anyone making a purchase offer to all the shareholders;

(II) anyone making a purchase offer such that the offeror will become a controlling shareholder. The definition of the controlling shareholder is the same as that defined in item (I) of Article 247 the Articles of Association.

If the relevant director or supervisor has failed to comply with this Article, any sums received by him/her shall belong to those persons that have sold their shares as a result of their acceptance of the aforementioned offer, and the expenses incurred in the pro rata distribution of such sums shall be borne by the relevant director or supervisor and may not be paid out of such sums.

CHAPTER IX FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System and Profit Distribution

Article 176 The Company shall formulate its financial and accounting system in accordance with the laws, administrative regulations and the provisions of the relevant authorities of the state. At the end of each accounting year, the Company shall prepare a financial report which shall be examined and verified in a manner prescribed by laws.

Article 177 The Board of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations as well as normative documents promulgated by local governments and competent authorities require the Company to prepare.

Article 178 The Company shall make available its financial report at the office of the Company for inspection by its shareholders 20 days prior to the convening of the annual general meeting. Every shareholder of the Company shall have the right to obtain the financial report mentioned in this Chapter.

Article 179 The Company shall submit and disclose its annual financial report to the branch of the CSRC and the stock exchange within four months after the end of each accounting year; submit and disclose the interim financial report to the branch of the CSRC and the stock exchange within two months after the end of the first six months of each accounting year.

The aforesaid financial reports shall be prepared in accordance with relevant laws, administrative regulations and requirements of the CSRC and the stock exchange.

Article 180 The Company will not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 181 The Company shall withdraw 10% of the annual after-tax profits as the statutory reserve of the Company, and such withdrawal may be stopped when the statutory reserve of the Company has accumulated to over 50% of the registered capital of the Company.

If the statutory reserve of the Company is insufficient to recover the losses of the preceding year, the profits of the current year shall first be used to recover the said losses before any statutory reserve is withdrawn as per the preceding paragraph.

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

The after-tax profits remaining after recovery of losses and withdrawal of common reserve may be distributed to the shareholders in proportion to their shareholding percentages, except where the Articles of Association provide that the distribution shall not be made in proportion to the shares held.

If the shareholders' general meeting, in violation of the provision in the preceding paragraph, distributes profits to shareholders before recovering losses and withdrawing statutory common reserve, the profits thus distributed shall be returned to the Company.

The shares of the Company held by the Company shall not be subject to profit distribution.

Article 182 The reserve of the Company shall be used to recover the losses, enhance the operating scale or increase the capital of the Company. To recover the Company's losses, the discretionary reserve and the statutory reserve should be used first, and then the capital reserve can be used in accordance with the rules if the discretionary reserve and the statutory reserve are not insufficient. The capital reserve shall include the following funds:

(I) the premiums obtained from the issue of shares above par;

(II) other revenue required by the State Council's finance authority to be included in the capital reserve.

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

Article 183 After a resolution on the profit distribution plan is adopted at the shareholders' general meeting of the Company,

(3) The accounting firm has issued an unqualified audit report on the Company's annual financial report for that year (mid-term cash dividends are not subject to the requirement of audit);

(4) The Company has no such events as major investment plans or significant cash expenditures (excluding fund-raising projects). Major investment plans or significant cash expenditures refer to the expected one-off or accumulated investment amount or cash expenditures exceeding RMB200 million in the next fiscal year;

(5) Where a shareholder illegally occupies the Company's funds, the Company shall deduct the cash dividends distributed to the shareholder to repay the funds he/she occupies.

2. Conditions for the distribution of stock dividends

The Board of the Company may distribute stock dividends based on accumulated distributable profits, capital reserves and cash flows provided that the minimum cash dividend payout ratio and an optimal share capital base and shareholding structure of the Company are maintained.

(IV) Intervals and proportion of profit distribution

The Board shall comprehensively take into account factors including the characteristics of the industry where the Company operates, the Company's development stage, own business model, profitability, and whether there are any significant capital expenditure arrangements, etc., to determine the Company's actual situation and propose a differentiated cash dividend distribution policy according to the procedures as stipulated in the Articles of Association. The Company will, in principle, pay cash dividends annually when the conditions for cash dividends are met and subject to the compliance of the profit distribution principles and the maintenance of the long-term development of the Company. The Board of the Company may also propose the Company to distribute interim cash dividends according to the Company's profitability and capital demands. However, the proportion of cash dividends to the profits for distribution is required to meet the following requirements:

1. The Company's accumulated profits for distribution in cash for any three consecutive years shall be no less than 30% of the average annual distributable profits realized in such three years.

2. If the Company's development is in maturity stage without substantial capital expenditure arrangement, during the profit distribution, the proportion of cash dividends of the profits for distribution shall not be less than 80%;

3. If the Company's development is in maturity stage with substantial capital expenditure arrangements, during profit distribution, the proportion of cash dividends of the profits for distribution shall not be less than 40%;

4. If the Company's development is in growth stage with substantial capital expenditure arrangements, during the profit distribution, the proportion of cash dividends of the profits for distribution shall not be less than 20%;

5. If the development stage of the Company cannot be easily identified but there are substantial capital expenditure arrangements, it can be carried out in accordance with the preceding paragraph.

(V) Decision-making mechanism and modification procedures of the Company's profit

distribution

1. The formulation of and amendment to of the Company's profit distribution policy shall be proposed by the Board at a shareholders' meeting. The profit distribution policy shall be formulated after due consideration on stable, sustainable and scientific returns to shareholders.

2. If there are significant changes in the external operating environment of the Company or the established profit distribution policy may affect the sustainable development of the Company, the Board may propose to amend the profit distribution policy. When proposing amendments to the profit distribution policy, the Board shall take the interests of shareholders as the starting point, give due consideration to the opinions of minority shareholders, pay attention to the protection of the interests of investors, and provide reasons with details for the amendments in the proposal submitted at a shareholders' meeting.

3. When formulating and amending the profit distribution policy, the Board shall proactively communicate and exchange views with shareholders, in particular minority shareholders, through various means, fully listen to the opinions and requests of minority shareholders, and address the concerns of minority shareholders in a timely manner.

4. If an independent director deems that a specific cash distribution plan is likely to damage the rights and interests of the Company or its minority shareholders, the director shall have the right to express an independent opinion. If the Board rejects or fails to full adopt the independent director's opinion, such opinion and the specific reasons for rejection shall be recorded in the Board resolution and disclosed. The independent director may also solicit opinions from minority shareholders, propose an alternative cash distribution plan, and submit the same directly to the Board for deliberation.

5. The formulation and any amendment the profit distribution policy of the Company shall be submitted at a shareholders' meeting for shareholders' consideration and passed by the shareholders with at least two-thirds of the voting rights held by the shareholders present at the meeting.

Section 2 Internal Audit

Article 186 The Company shall conduct internal audit system and assign full-time auditors to conduct internal audit and supervision on the financial revenue/expenditures and economic activities of the Company.

Article 187 The internal audit system and the duties of the auditors of the Company shall be subject to the approval of the Board. The internal audit body shall be accountable to the Board.

Article 188 The internal audit body shall operate under the supervision and guidance of the Audit Committee with respect to the Company's business activities, risk management, internal control and supervision and inspection of financial information. The internal audit body shall directly report to the Audit Committee immediately after identification of any material issues or leads.

Article 189 The internal audit body shall be responsible for the organization and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report and related materials issued by the

CHAPTER X NOTICE AND ANNOUNCEMENT

Section 1 Notice

Article 196 The notice of the Company may be served as follows:

(I) by personal delivery;

(II) by post;

(III) by announcement;

(IV) by other means specified in the Articles of Association.

Article 197 Where a notice of the Company is served by announcement, the notice shall be deemed as received by the relevant persons once the notice is announced.

Article 198 Unless otherwise stipulated in the laws, administrative regulations or the listing rules of the stock exchange(s) where the shares or GDRs of the Company are listed or the Articles of Association, the notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient's address shown in the register of shareholders. For holders of A shares, the notice of a shareholders' general meeting may be served by announcement.

Once the "announcement" referred to in the preceding paragraph, is made, all holders of A shares shall be deemed to have received the notice of the relevant general meeting.

Article 199 The notice of a Board meeting of the Company shall be served by personal delivery or sent in writing by mail. The notice of an extraordinary Board meeting may be served by post, fax, telephone, or e-mail.

Article 200 If the notice of the Company is served by personal delivery, the recipient shall affix their signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the Company is served by post, the seventh working day after handover to the post office shall be the date of service; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service.

Article 201 The accidental failure to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted at the meeting.

Section 2 Announcement

Article 202 The Company has designated the website of Shanghai Stock Exchange, Shanghai Securities News or other statutory newspaper as the media for publication of the Company's announcements and other required disclosure of information.

**CHAPTER XI MERGER, DIVISION, CAPITAL INCREASE, CAPITAL
REDUCTION, DISSOLUTION AND LIQUIDATION**

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 203

notice or within 45 days after the announcement if the creditors have not received the notice.

Unless otherwise provided by law or the Articles of Association, the Company may reduce shareholders' capital contributions or shares disproportionately to their shareholdings when reducing its registered capital.

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

Article 209 Changes in registered particulars arising from a merger or division of the Company shall be registered with the company registration authority according to the law. If the Company is dissolved, it shall be deregistered according to the law. If a new company is established, such establishment shall be registered according to the law.

Increase or decrease of the registered capital of the Company shall be registered with the company registration authority according to the law.

Section 2 Dissolution and Liquidation

Article 210 The Company may be dissolved for the following reasons:

(I) The term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arises;

(II) A resolution for dissolution is passed at a shareholders' meeting;

(III) Merger or division of the Company entails dissolution;

(IV) The business license is revoked or the Company is ordered to close down or be de-registered according to the law due to a violation of laws and administrative regulations;

(V) Where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing at least 10% of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company;

If the Company is subject to any event of dissolution provided in the preceding provision, such event shall be disclosed on the National Enterprise Credit Information Publicity System within ten days.

Article 211 In the circumstance set out in clause (I) and (II) of Article 210 and if the Company has not yet distributed its assets to shareholders, the Company may continue to subsist by amending the Articles of Association.

Amendments to the Articles of Association pursuant to the preceding paragraph or the resolution of the shareholders' meeting shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the shareholders' general meeting.

Article 212 Where the Company is dissolved in accordance with clauses (I), (II), (IV) and (V) of Article 210 hereof, a liquidation committee shall be established to effect liquidation within 15 days from the date of occurrence of the cause of liquidation. The liquidation committee shall be composed of directors, unless it is otherwise provided in the Articles of Association or decided by the shareholders' meeting. If a liquidation committee is not set up for liquidation before the deadline, or if the liquidation committee does not commence the liquidation after its setup,

interested parties may apply to the people's court to appoint the relevant persons to form a liquidation committee for liquidation.

Article 213 During liquidation, the liquidation committee shall exercise the following functions and powers:

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

(II) To inform creditors by notice or announcement;

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

(IV) To pay off outstanding taxes as well as taxes arising in the course of the liquidation;

(V) To settle credits and debts;

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

(VII) To represent the Company in civil proceedings.

Article 214 The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements in the media designated for company information disclosure within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.

The creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor's rights.

In the creditor's rights declaration period, the liquidation committee shall not make repayment to the creditors.

Article 215 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and an inventory property, it shall formulate a liquidation proposal and submit it to the shareholders' general meeting or the people's court for confirmation.

The remaining properties of the Company after payment of the liquidation expenses, employees' salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company's debts, shall be distributed to its shareholders according to the class and the proportion of the shares held by them.

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Article 217

CHAPTER XII PARTY ORGANIZATION

Article 220 The Company shall establish the organization for the Communist Party of China of Zhejiang Huayou Cobalt Co., Ltd. (hereinafter referred to as the “Party Organization”) in accordance with the provisions of the Constitution of the Communist Party of China.

Article 221 The Company provide necessary funds for the Party Organization, which shall be included in administrative expenses before tax of the Company according to the relevant requirements.

Article 222 The Company shall provide office premises and essential office facilities for the Party Organization.

Article 223 The Party Organization of the Company shall perform the following duties in accordance with the Constitution of the Communist Party of China and other party regulations:

(I) To supervise the implementation of the principles and policies of the Party and the State in the Company according to laws, as well as the deployment of the relevant important work of the Party organizations at higher levels;

(II) To make recommendations on the Company’s reform, development and stability, major business management and major issues involving the vital interests of employees according to laws and regulations; to support shareholders’ general meetings, the Board, the Supervisory Committee and the senior management in perform their duties according to laws; and to support the work of the staff and workers’ representative congress;

(III) To guide the Company’s ideological and political work, united front work, cultural and

Chapter XIII AMENDMENT TO ARTICLES OF ASSOCIATION

Article 224 The Company shall amend the Articles of Association in any of the following circumstances:

(I) After amendments are made to the Company Law or other relevant laws and administrative regulations, the Articles of Association run counter to the said amendments;

(II) The conditions of the Company have changed, and such change is not covered in the Articles of Association;

(III) The shareholders' general meeting has resolved to amend the Articles of Association.

Article 225 Any amendment approved by the shareholders' general meeting to the Articles of Association shall be submitted to the competent authorities for approval where necessary; changes, if any, shall be registered.

Article 226 The Board shall amend the Articles of Association in accordance with the resolution of the shareholders' general meetings on amendment to the Articles of Association 225

CHAPTER XIV SETTLEMENT OF DISPUTES

Article 228 Whenever any disputes or claims arise between shareholders and the Company, between shareholders and the directors, supervisors, the president or other senior management of the Company, or among shareholders, which are based on the Articles of Association or any rights or obligations under relevant laws and administrative regulations concerning other affairs of the Company, and the competent securities regulatory authorities under the State Council have not reached an understanding or entered into any agreement with overseas securities regulators in respect of the disputes settlement methods, the parties concerned may resolve such disputes or claims in accordance with laws and administrative regulations, or other methods as agreed by both parties.

The laws of the People's Republic of China are applicable to the disputes as described in the preceding paragraph.

CHAPTER XV SUPPLEMENTARY PROVISIONS

Article 229 Definitions

(I) Controlling shareholder refers to a person that satisfies any of the following conditions: 1. he/she, acting alone or in concert with others, has the power to elect at least one half of the directors; 2. he/she holds shares which represent more than 50% of the total share capital of the Company; or 3. he/she, although holding less than 50% of the shares, has sufficient voting rights to exert significant influence on the resolutions of the shareholders' general meeting based on their shareholding, including but not limited to: (1) he/she, acting alone or in concert with others, has the power to exercise or to control the exercise of at least 30% of the Company's voting rights; (2) he/she, acting alone or in concert with others, holds at least 30% of the outstanding shares of the Company; (3) he/she, acting alone or in concert with others, actually controls the Company in any other manner.

(II) De facto controller refers to a person who is not the shareholder of the Company but who can effectively control the Company through investment, agreement or other arrangement.

(III) Connected relations refers to relations between a controlling shareholder, de facto controller, director or the senior management of the Company and the enterprise directly or indirectly controlled by the same, which relations may give rise to a transfer of interests of the Company, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the state.

Article 230 The Board may formulate rules of Articles of Association in accordance with the Articles of Association. The rules shall not conflict with the Articles of Association.

Article 231