北京京能清潔能源電力股份有限公司*

(Incorporated in the People's Republic of China with limited liability)

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* [illegible]

T ada , he e i e e of he de e of ia i ke e o e ab i h he de a e- ed e e i e e i h Chi e e cha ac e i ic a d afeg a d egi i e igh a d i e e of Beiji g Ji g e g C ea E e g Co., Li i ed (he –) a d i ha eh de a d c edi a d eg a e ga i a i a d ac of he C a , hi A ic e of A cia i i f ed a he C a La of PRC (he C a La), he La of E e i e S a e- ed A e of he PRC, he C i i of he C i Pa of Chi a, he Sec i ie La of PRC (he Sec i ie La), he S ecia P i i of S a e C ci O e ea F d ai g a d Li i g f Li i ed C a (he S ecia P i i), he Ma da P i i f he A ic e of A cia i of he C a ie be Li ed O de he PRC, he G ide i e f A ic e of A cia i of Chi e e Li ed C a ie , he R e G e i g he Li i g of Sec i ie The S ck E cha ge of H g K g Li i ed, a d he e e a

The C a i a j i ck i i ed c a d i c a ed i acc da ce i h he C a La , he Sec i ie La , he S ecia P i i , a d he e e a a e a a d eg a i

A ed b he A a S a e-O ed E i Ma age e I e Re a i g Beiji g Ji g e g C ea E e g Co., Li i ed (P e a i g) (G Zi Cha Q a 2010 No.757), i ed b S a e- ed A e S e i a d Ad i i a i C i i f he S a e C ci 3 A g 2010, he A a f Mi i f C e ce C e f Beiji g Ji g e g E e g Tech g I e e Co., L d., Cha ge i F eig I e ed J i S ck C a (Sha g Zi Pi 2010 No.822), i ed b he Mi i f C e ce 13 A g 2010, i h a ha eh de f he igi a Beiji g Ji g e g E e g Tech g I e e Co., Li i ed a he , e h gh he e a c e i f a di ed a d c fi ed b k e a e f he igi a Beiji g Ji g e g E e g Tech g I e e Co., a a 30 A i 2010, a d c d c i g e a a e a i , he C a i e ab i hed a d egi e ed a Beiji g Ad i i a i f I d a d C e ce 25 A g 2010, i h he E e i e Lega Pe B i e Lice e (egi a i be 110000002224112) g a ed.

The e of he C a a e Beiji g E e g I e e H di g Co., L d., Beiji g I e a i a E ec ic E gi ee i g Co., L d., Beiji g S a e A e Ma age e a d Ad i i a i Ce e , Beiji g Di ic Hea i g (G) Co., L d., Beiji g She gh i Scie ce a d Tech g De e e Co., L d., Beiji g E e i e E e g Tech g I e e Co. Li i ed a d BARCLAYS BANK PLC.

The egi e ed Chi e e a e f he C a i ; a d he E g i h a e f he C a i BEIJING JINGNENG CLEAN ENERGY CO., LIMITED.

Add e f he C a : R 118, N .1 Zi G a g Ea R ad, Bada i g Ec
De e , Z e, Ya i g C , Beiji g
P a c de: 100028
Te e h e N .: 010-64469988
Fa N .: 010-64469736

The chai f he b a d f di ec i he C a ' ega e e e a i e.

The C a i a e e a j ck i ed c a .

A he C a ' a e a e di ided i e a ha e Each ha eh de i e b e he C a , hi b c ibed ha e The C a i e b e f i deb i a a e

A ed h gh a e i a he ge e a ee i g a d b e e a a h i ie f he a e, hi A ic e f A cia i ake effec he da he he e ea i ed f eig ha e i ed b he C a a e i ed a d c ce dea i g i The S ck E cha ge f H g K g Li ed. F he effec i e da e f hi A ic e f A cia i , hi A ic e f A cia i ha e ace he e i a ic e f a cia i f he C a hich ha bee fi ed i h he i d a d c ce ad i i a i .

F he effec i e da e f hi A ic e f A cia i , hi A ic e f A cia i ha bec e a ega bi di g d e hich eg a e he C a ' ga i a i a d ac he igh a d b iga i be ee he C a a d ha eh de a d a g he ha eh de

Thi A ic e f A cia i ha be ega bi di g he C a ' ha eh de he C a , e be f he C i ee f he C i Pa f Chi a (C f Di ci i e I ec i), di ec , e i , e i ffice , i h ch e e bei g e i ed c ai f igh e e a i g he C a , a d de ake c e di g b iga i i acc da ce i h hi A ic e f A cia i .

Wi h ej dice he i f A ic e 243, a d acc di g hi A ic e f A cia i , e ha eh de ca e he he ha eh de , he ha eh de ca e he C a ' di ec , e i a d e i ffice The ha eh de ca e he C a . The C a ca e he ha eh de , di ec , e i a d e i ffice

F he , he ab e a ag a h, he e e ha i c de he i i ia i f ceedi g i a c a ica i a a bi a i ga i a i f a bi a i .

The e e i ffice i hi A ic e f A cia i efe he ge e a age , de ge e a age , ec e a he b a d f di ec , chief acc a a d he e e e e a i ed b he b a d f di ec a he C a ' e i ffice . The e ge e a age –, de ge e a age – ha efe he ge e a age – a d de ge e a age – i he C a a , a d he e chief acc a – ha efe chief fi a cia ffice – i he C a La .

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I acc da ce i h he i f he C i i f he C i Pa f Chi a, he c a ha e ab i h ga i a i f he C i Pa f Chi a; he ga i a i f he Pa (he Pa O ga i a i) ha a he c e eade hi e, h di g c ec di ec i , a agi g e a i a i a d e i g he i e a i f he g e e , ' . The ki g i f he Pa ha be e ab i hed ca he ac i i ie f he Pa .

The c a ha ide he ece a c di i f he ac i i ie ca ied b he Pa O ga i a i . The i i i a d affi g f he Pa O ga i a i ha be i c ded i he C a ' a age e ga i a i a d affi g. The ki g fi d f he Pa O ga i a i ha be i c ded i he C a ' b dge a d ha be di ed f he a age e fee .

I c ia ce i h he C i i f PRC a d he e e a i he C a ha ad de c a ic a age e , e egi i e ga i e ab i , c d c ab i ' ac i i ie a d ec he a fi igh a d i e e f he e ee . The c a ha ide he ece a c di i f he ac i i ie f i ab i .

The C a i e i he e e i e . H e e , i ha bec e a ca i a c ib ha ha bea j i iabi i ie f he deb f he e e i e i e ed, e he i e ided f b a .

The e a i a bjec i e f he C a a e: i i e i d ia i c e a d i e e e i e efficie c i h ad a ced ech g a d a age e , e e ie ce, achie e g d i e e e f he ha eh de f he C a , a d e he de e e f c ea e e g a de i e a ec i i he ca i a .

The C a ' c e f b i e ha be i acc da ce i h he i e a ed b he c a egi a i a h i ie .

The C a ' ega egi e ed c e f e a i ha be: e ge e a i a a ed e a i i e hea i g e ice, i e e c a c a d e a e a i i e .

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The C a ha, ha e di a ha e a, a, i e I ha e he ki d f ha e a eeded, a, , a b he a h i ie ha a e a h i ed b he S a e C ci .

The C a ha e ha, be i he f f ha e ce ifica e

A he ha e i ed b he C a ha, ha e a a . a e hich ha, be RMB1 f each ha e.

The RMB i ed i he ecedi g a ag a h efe he a fi c e c f he PRC.

C a ha e ha, be i ed ba ed he i ci, e f e e, fai e a d j ice. Sha e f he a c a ha, ca e a igh

F he a c a f ha e f he a i a ce, each ha e ha, be i ed a he a c di i a d ice. A i i di id a, ha, a he a ice f a ch ha e b c ibed.

The C a i e ha e i e i de he PRC a d i e i de he PRC, a, a f he S a e C ci a h i ie i cha ge f e i ie

F he , e f he ecedi g a ag a h, he e i e i de he PRC– ha, efe i e f eig c ie H g K g, Maca Tai a ha b c ibe f ha e i ed b he C a . The e i e i de he PRC– ha, efe i e i de he PRC, e c di g he ab e- i ed egi , ha b c ibe f he ha e i ed b he C a .

The ha e i ed b he C a i e i de he PRC f b c i i i Re bi ha, be efe ed a d e ic i e ha e–. The ha e i ed b he C a i e i de he PRC f b c i i f eig e c ha, be efe ed a f eig i e ha e–. The e ea i ed f eig i e ha e ha, be efe ed a e ea i ed ha e–.

The e f eig e c – i he ecedi g a ag a h ha, efe he a fi c e c f ee, c e ib e i he c ie egi (e ce f RMB), hich i ec g i ed b a e f eig e cha ge a h i a d acce ab e a f he ha e

The e ea i ed ha e i ed b he C a hich i i ed i H g K g i efe ed a H ha e a , he RMB-de i a ed ha e a, ed b he H g K g S ck E cha ge f i i g h e b c i i a d adi g a e i H g K g d a U a, a f he S a e C ci age cie a h i ed b he S a e C ci , a d i h he c e f H g K g S ck E cha ge, he d e ic i e ha e ca be c e ed i H ha e

A ed b eo i ie eg a a h i f he S a e C ci , ha eh de f he C a ' d e ic

After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total, of which:

Beijing Energy Investment Holding Co., Ltd, holds 5,081,793,482 domestic shares, representing 61.639% in the Company's total share capital;

Beijing International Electric Engineering Co., Ltd., holds 92,654,249 domestic investment shares, representing 1.124% in the Company's total share capital;

Beijing State-owned Capital Operation and Management Center holds 224,348,291 domestic investment shares, representing 2.721% in the Company's total share capital;

Beijing District Heating (Group) Co., Ltd. holds 16,035,322 domestic investment shares, representing 0.194% in the Company's total share capital;

Shareholders of overseas listed shares (H shares) hold 2,829,676,800 shares, representing 34.322% in the Company's total share capital.

The domestic investment shares issued by the Company are centrally deposited at the China Securities Depository and Clearing Company Limited. The H shares of the Company are mainly under the central depository's custody, which belongs to Hong Kong Securities Clearing Company Limited and may also be held by shareholders in individual names.

After the plan for issuing overseas listed shares and domestic investment shares have been approved by the State Council securities regulatory authorities, the Company's board of directors may arrange for implementation of such plan by multiple issuances.

The Company's plan for issuance of overseas listed shares and domestic investment shares may be implemented within 15 months from the approval by the State Council securities regulatory authorities.

Where the Company issues overseas listed shares and domestic investment shares separately at the total number of shares specified in the issuance plan, such shares shall be fully subscribed for at one time upon issuance. Where special circumstances make it impossible to be fully subscribed for at one time upon issuance, the shares may be issued in several stages subject to the approval of the State Council securities regulatory authorities.

The registered capital of the Company is RMB8,244,508,144.

U e the i e ided i he a a d ad i i a i e eg a i i i g e f he ha e i i g ace, hi A ic e f A cia i , he ha e f he C a be a fe ed acc di g a i h a ie . The a fe ed ha e ha be egi e ed i egi a i age c a i ed b he C a .

The C a ha acce i ha e a he bjec f a edge.

The ha e f he C a he d b he e ha be a fe ed i hi e ea f he da e f e ab i h e f he C a . The ha e i ed bef e he C a b ic i e a ha e ha be a fe ed i hi e ea f he da e he he ha e f he C a a e i ed a d aded i a ck e cha ge.

The di ec , e i a d e i ffice f he C a ha e he C a he ha e he d b he a d he cha ge he e f. D i g he e f hei ffice, he ha e a fe ed b a f he each ea ha e ceed 25% f he a ha e f he C a ha he h d The ha e f he C a he d b he af e aid e ha be a fe ed i hi e ea f he da e he he ha e f he C a a e i ed a d aded i a ck e cha ge. If a f he af e aid e ea e f hi , he ha a fe he ha e f he C a ha he h d i hi ch de a e. If he i i g e f he i i g e e f he ha e f he C a ide he i e e ic i a fe f H ha e ch e ha e ai .

If a di ec , e i e i ffice f he C a , a ha eh de h di g 5% e f he ha e f he C a e he ha e f he C a i hi h b i g h e ha e b he ha e i hi h af e e i g, a he gai a i g he e ha be g he C a . S ch gai ha be c ec ed b he b a d f di ec f he C a . B if a e i ie c a de i e d ha e he eb h di g e ha 5% f he ha e he a e f he e ha e ha be bjec he aid h e ic i .

If he b a d f di ec f he C a d e c i h he f eg i g a ag a h, he ha eh de ca e e he b a d d i hi 30 da If he b a d d e e f ce ch igh i hi he aid e i d, he ha eh de a e e i ed c ce i iga i i c i hei a e f he i e e f he C a .

If he b a d f di ec f he C a d e c i h he fi a ag a h, he e b e di ec ha be j a d e e a e b e i acc da ce i h he a .

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Acc di g e a i a a d de e , eed he C a , acc di g he a a d eg a i a d e i f ge e a ee i g i c ea e he ca i a , a e e a , i f hi A ic e f A cia i .

The C a i c ea e i ca i a b he f i g e h d

(1) P b ic i a ce f ha e ;

(2) N - b ic i a ce f ha e ;

(3) Di ib i f b ha e e i i g ha eh de ;

(4) C e i f c e e e i ca i a ;

(5) O he e h d e c ibed b he a a d eg a i a ed b he e e a eg a a h i ie .

I c ea i g ca i a b i i g e ha e ha ca ied i acc da ce i h he ced e ecified i e e a S a e a a d ad i i a i e eg a i af e ha i g bee a ed i acc da ce i h hi A ic e f A cia i .

The C a ed ce i egi e ed ca i a . If he C a ed ce i egi e ed ca i a , ch ed c i ha be i acc da ce i h he e i e f he C a La , he e a ed eg a i a d hi A ic e f A cia i .

If he C a ed ce i egi e ed ca i a , a ba a ce hee a d a i e f a e h d be e a ed.

Whe e he C a ed ce i egi e ed ca i a , he C a ha if he c edi a d ake a b ic a ce e i acc da ce i h i i f he C a La , e a i deb ide c e di g a a ee a e i ed b he c edi .

The ed ced egi e ed ca i a f he C a be e ha he a i i .

The C a , i he f i g ci a ce , e cha e i i ed a di g ha e acc di g ega ced e f i g he ad i f a e i e e i i acc da ce i h he ced e ided f i hi A ic e f A cia i , a d b i a d a a b he e e a S a e a h i ie .

(1) Ca ce a i f ha e i de ed ce i egi e ed ca i a ;

(2) Me ge i h a he c a h di g ha e i he C a ;

(3) A a ke f e a d, di ib i f ha e aff f he C a ;

(4) Ac i i i f ha e he d b ha eh de (hei e e) h e agai a e i ed i a ge e a ee i g he ge di i f he C a ;

(5)

U ca ce a i f he i f ha e b gh back, he C a   ha a   he igi a c a egi a i a h i f egi a i f he cha ge i egi e ed ca i a .

The a   f he C a ' egi e ed ca i a ha be ed ced b he a a a e f he ha e ca ce ed.

U e he C a ha a ead e e ed i he i ida i age, i c   i h he f i g i i b i g back i i ed a d a di g ha e

(1) Whe e he C a b back ha e a hei a a e, he a   he e f ha be ded c ed f he b k ba a ce f di ib ab e fi a d/ f he ceed f a e ha e i a ce ade b back he d ha e;

(2) Whe e he C a b back ha e a a ice highe ha hei a a e, he i c e di g hei a a e ha be ded c ed f he b k ba a ce f di ib ab e fi a d/ f he ceed f a e ha e i a ce ade b back he d ha e, a d he i i e ce f he a a e ha be ha d ed acc di g he f i g e h d

1. Whe e he ha e b gh back e e i ed a hei a a e, he a   ha be ded c ed f he b k ba a ce f di ib ab e fi

2. Whe e he ha e b gh back e e i ed a a ice highe ha hei a a e, he a   ha be ded c ed f he b k ba a ce f di ib ab e fi a d/ f he ceed f a e ha e i a ce ade b back he d ha e, h e e , he a   ded c ed f he ceed f he e ha e i a ce ha e ceed he a e b ai ed a he i e f i a ce f he d ha e e cha ed e ceed he a i he C a ' e acc ca i a c e e e acc (i c di g he e f he e ha e i a ce) a he i e f e cha e;

(3) The aid b he C a f he e e f h be ha be aid f he C a ' di ib ab e fi

1. Ac i i f he igh b back i ha e;

2. A d a c ac f e cha e f i ha e;

3. Re ea e f a f i b iga i   de a e cha e c ac .

(4) Af e he a a e f he a ed ha e ha bee ded c ed f he egi e ed ca i a f he C a i acc da ce i h e e a eg a i   ha i f he a   ded c ed f he di ib ab e fi a d ed b back ha e a he a a e f he b gh back ha e ha be i c ded i he C a ' e acc (ca i a c e e e acc).

The C a i b idia ie (i c di g affi ia e) ha a a i e ide a fi a cia a a ce i a f , cha e , ec i e , cha e f he ha e i he C a . P cha e f ha e i he C a a efe ed ab e ha i c de e ha di ec i di ec de ake b iga i f he , cha g ha e i he C a .

The C a i b idia ie (i c di g affi ia e) ha a a i e ide a fi a cia a a ce i a f he ab e b iga i de ed ce di cha ge hei b iga i .

The i f hi A ic e ha a , he ci c a ce de c ibed i A ic e 39 f hi Cha e .

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F he , e f hi Cha e , he e fi a cia a a ce ha i c de (b i ed) he fi a cia a a ce i he f be :

(1) Gif ;

(2) G a a ee (i c di g he de aki g f iabi i , i f , e b he g a a i de e he e f ce f he b iga i b he b iga), i de i (i c di g, h e e , i de i a i g f he C a ' fa) a d e ea e ai e f igh ;

(3) P i f a a c c i f a c ac de hich he b iga i f he C a a e be fi fi ed , i he b iga i f he he a he c ac , a cha ge i he a ch a c ac a e a he a g e f igh de ch a c ac ;

(4) Fi a cia a a ce i a he f he he C a i i e ha e a e he ch a a ce d ead a ed c i i he C a ' e a e .

F he , e f hi Cha e , he e de ake b iga i – ha i c de he de aki g f a b iga i b he b iga b c c di g a c ac a ki g a a a ge e , (he he ch c ac a a ge e i e f ceab e a d he he ch b iga i i de ake b he b iga i di id a , j i ih a he e) b cha gi g i fi a cia , i i a he a .

The ac i ed be ha be ega ded a he ac , hibi ed de A ic e 37 f hi Cha e :

(1) Whe e he C a , ide he e e a fi a cia a a ce , hfi f he be efi f he C a a d he i , e f he fi a cia a a ce i , cha e ha e i he C a , he fi a cia a a ce i a i cide a , a f a e a , a f he C a ;

(2) La fi di ib i f he C a ' , e i he f f di ide d ;

(3) Di ib i f di ide d i he f f i a e ;

(4) Reduction of registered capital, repurchase of shares, shareholding structuring, etc., in accordance with the Articles of Association of the Company;

(5)

(4) The ☒e ia ı _ be ☒f he ☒ha e☒he d b each ☒ha eh☒ de ;

(5) The da e ☒ ☒hich each ☒ha eh☒ de i☒ egi☒ e ed a☒ a ☒ha eh☒ de ; a d

(6) The da e ☒ ☒hich each ☒ha eh☒ de cea☒e☒ ☒ be a ☒ha eh☒ de .

The egi☒ e ☒f ☒ha eh☒ de ☒ i☒ he c☒ c ☒ e e ide ce ☒f ☒ha eh☒ de ☒ h☒ di g ☒f he C☒ ☒a ☒ha e☒ ı e☒☒ ☒ he ☒ i☒e ☒ i h ☒ ☒☒ e e ide ce.

The C☒ ☒a _ ☒ , ı ☒ a ☒ a ı de ☒ a di g ☒ ag ee_ ☒ eached be ☒ee he S a e C☒ ci a h☒ i ie☒ i cha ge ☒f ☒e ☒ i ie☒ a d a ☒e ☒ i ie☒ eg a ☒ ☒ ga i a i☒ ☒ ☒de he PRC, kee ☒ ☒de he PRC i☒ egi☒ e ☒f h☒ de ☒ ☒f ☒ e ☒ea☒ i☒ed ☒ha e☒ a d e ı ☒ he ad_ i i☒ a i☒ he e☒f ☒ a age ☒ ☒de he PRC. The ☒ igi a egi☒ e ☒f ☒ha eh☒ de ☒f he H ☒ha e☒ ☒ha be ke i H☒ g K☒ g.

The C☒ ☒a ☒ha kee a i ☒d☒_ ☒ci e a d ı ica e ☒f he egi☒ e ☒f h☒ de ☒ ☒f ☒ e ☒ea☒ i☒ed ☒ha e☒ The a ☒i ed age ☒ ☒de he PRC ☒ha e ☒ e ha he egi☒ e ☒f h☒ de ☒ ☒f ☒ e ☒ea☒ i☒ed ☒ha e☒ a d i☒ d ı ica e a e c☒ ☒☒e a a i_ e☒

Whe e he ☒ igi a a d d ı ica e ☒f he egi☒ e ☒f h☒ de ☒ ☒f ☒ e ☒ea☒ i☒ed ☒ha e☒ a e i c☒ ☒☒e , he ☒ igi a ☒ha e ai .

The C☒ ☒a ☒ha kee a c☒ ☒ e e egi☒ e ☒f ☒ha eh☒ de ☒

The egi☒ e ☒f ☒ha eh☒ de ☒ ☒ha i c ı de he f☒ ☒i g a ☒

(1) A egi☒ e ke a he C☒ ☒a '☒d☒_ ☒ci e ☒ he ha h☒☒e ☒ ecified i I e_ ☒(2) a d (3) ☒f hi☒ a ic e;

(2) The egi☒ e (☒) ☒f h☒ de ☒ ☒f ☒ e ☒ea☒ i☒ed ☒ha e☒ ke i he ace(☒) ☒f he ☒☒ck e cha ge(☒) ☒ ☒de he PRC ☒ ☒hich he ☒ha e☒ a e i☒ed;

(3) Regi☒ e ☒ ☒f ☒ha eh☒ de ☒ ke i ☒ ch ☒ he ace☒ a☒ he b☒a d ☒f di ec ☒ ☒_ ☒ decide ece☒☒a f☒ i☒i g ı ☒☒e☒

The a i☒ ☒ a ☒ ☒f he egi☒ e ☒f ☒ha eh☒ de ☒ ☒ha ☒ ☒ e a ☒ e a ☒ he . The a ☒fe ☒f ☒ha e☒ egi☒ e ed i a ce ai a ☒f he egi☒ e ☒f ☒ha eh☒ de ☒ ☒ha ☒ , d i g he c☒ i ı a ce ☒f he egi☒ a i☒ ☒f ☒ ch ☒ha e☒ be egi☒ e ed i a ☒ he a ☒f he egi☒ e .

Cha ge☒ a d c☒ ec i☒ ☒ ☒ each a ☒f he egi☒ e ☒f ☒ha eh☒ de ☒ ☒ha be ca ied ☒ i acc☒ da ce ☒ i h he a☒ ☒f he ace☒ ☒he e each a i☒ ke .

A aid H ha e a e f ee   a fe ab e acc di g hi A ic e f A ciai . U e e i g he f i g c di i   he B a d dec i e ec g i e a   i   f a fe i h gi i g a ea :

(1) A   a fe i   he i   hich e a e ha e   e hi   affec ha e   e hi   be egi e ed, a d HK$2.50 (each a fe i   )   ch he highe fee de e ed b he b a d f di ec (b   ch fee ha   e ceed he   i   e c ibed i he i i g   e f he H g K g S ck E cha ge f   i   ) ha be aid f   ch egi a i ;

(2) The a fe i   e a e H ha e i ed i H g K g;

(3) The d e a d   f   a fe i   ha a ead bee   aid;

(4) Re e a ha e ce ifica e a d   ch he e ide ce a he di ec   ea ab e i e   e he a fe ' igh   a fe a e dged;

(5) T a fe f a ha e   e ha f j i h de ;

(6) The ha e c ce ed a e f ee f a ie i fa   f he C a ;

(7) A ha e ha   be a fe ed a i fa   a e   f d d   de   he ega di abi i .

Sha eh de f a f eig i e ha e   a fe a   a f hi ha e h gh a i   i he a i i g f i he e e a e i   f ch ha e i i g ace   i   ch he f a he di ec   acce . The a fe f H ha e ad   he a da d a fe f   e c ibed b he H g K g S ck E cha ge. The a fe i   be   de ha d   , if he a fe   a fe ee i a c ea i g h e   i   ee( ) defi ed b H g K g Se i ie a d F   e O di a ce, a ha d i e   achi e i i ed g a e ha be acce ab e.

N cha ge e i g f ha e a fe   be ade he egi e f ha eh de   i hi 30 da   i a ha eh de ge e a ee i g 5 da   i   he efe e ce da e b he C a   f he   e f di ib i f di ide d

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Whe he C a c e e age e a ee i g, di ib e di ide d, c ce i ida i   a ici a e i he ac i i ie e i i g he ide ifica i f ha eh de he c e e f he b a d f di ec   ge e a ee i g ha decide he ec d da e. The ha eh de h e a e a   ea   he egi e f ha eh de a he c e f adi g   he ec d da e, ha e j   he e e a   igh

A e   ha cha e ge he egi e f ha eh de a d e i e hi a be e e ed i   e ed f he egi e   a   a c e e c   f c ec i f he egi e .

A ha ehde hi i egi e ed i he egi e f ha ehde e i e hi a e be e e ed i he egi e f ha ehde a he C a f a e ace e ce ifica e i e ec f ch ha e (he –) if hi ha e ce ifica e (he –) i .

A ica i f he e ace e f d e ic i e ha e ce ifica e ha be dea i h i acc da ce i h he e e a i f he C a La .

A ica i f he e ace e f e ea i ed ha e ce ifica e ha be dea i h i acc da ce i h he a ie cha ge eg a i a d he e e a eg a i f he ace he e he igi a egi e f h de f e ea i ed ha e i ke .

Whe e h de f H ha e a f e ace e f ce ifica e ch e ace e ha c i h he f i g e i e e

(1) The a ica ha b i he a ica i i he f e c ibed b he C a acc a ied b a a ia ce ifica e a dec a a i . The a ia ce ifica e a dec a a i ha i c de he a ica ' ea f he a ica i , he ci ce a d f he he ha e ce ifica e a d a dec a a i a i g ha he e e i e egi a i a a ha eh de i e ec f he Re e a Sha e

(2) The C a ha ecei ed a dec a a i e i i g egi a i a a ha eh de i e ec f he ha e f e he ha he a ica bef e i decide ha a e ace e ha e ce ifica e ha be i ed;

(3) If he C a decide i e a e ace e ha e ce ifica e he a ica , i ha b i h a b ic a ce e f i i e i i he e a e e dica de g a ed b he b a d f di ec he e i d f he b ic a ce e ha be 90 da d i g hich ch a ce e ha be b i hed e ea ed a ea ce e e 30 da The e a e de g a ed b he b a d f di ec ha be he Chi e e a d E g i h e a e ec g i ed b he H g K g S ck E cha ge(a ea e f each).

(4) Bef e b i hi g he b ic a ce e f i i e i i e a e ace e ha e ce ifica e, he C a ha b i a c f he a ce e be b i hed he e i ie e cha ge he e i i i ed a d ceed i h he b ica i ecei f a e f he e i ie e cha ge c fi i g ha he a ce e ha bee di a ed i he e i ie e cha ge. The b ic a ce e ha be di a ed i he e i ie e cha ge f a e i d f 90 da

If he a ica i f i a ce f a e ace e ha e ce ifica e a de i h c e f he egi e ed h de f he Re e a Sha e he C a ha i ch ha eh de a h c f he b ic a ce e ha i i e d b i h.

(5) U e i f he 90-da e i d ecified i I e (3) a d (4) he e f, if he C a ha ecei ed a bjec i he i a ce f a e ace e ha e ce ifica e f e , i i e a e ace e ha e ce ifica e acc di g he a ica i f he a ica .

(6) Whe he C a is e a e ace e ha e ce ifica e de hi A ic e, i ha i edia e ca ce he igi a ha e ce ifica e a d ec d ch ca ce a i a d he i a ce f he e ace e ha e ce ifica e i he egi e f ha eh de

(7) A e e e f he ca ce a i f he igi a ha e ce ifica e a d i a ce f a e ace e ha e ce ifica e ha be b e b he a ica . The C a ha be e i ed efi e ake a ac i i ea ab e g a a ee i b ai ed f he a ica .

Af e he C a ha i ed a e ace e ha e ce ifica e i acc da ce i h hi A ic e f A cia i , i ha de e e f he egi e f ha eh de he a e f a b a fide cha e f he e ace e ha e ce ifica e e i ed ab e f a ha eh de ha i b e egi e ed a he e f he ha e (ided ha he i a b a fide cha e).

The C a ha be iab e f a da age ffe ed b a e f he ca ce a i f he igi a ha e ce ifica e he i a ce f he e ace e ha e ce ifica e, e he c ai ca , e f a d e ac he a f he C a .

The C a ' ha eh de a e e h a fi h d ha e f he C a a d h e a e ha e bee e e ed i he egi e f ha eh de

Sha eh de ha e j igh a d ha e b iga i acc di g he c a a d be f ha e he d. H de f ha e f he a c a ha e j e a igh a d ha e e a b iga i

Sha eh de f e e c a ha e j e a igh i he di ib i f di ide d di ib i i a he f

Whe e e ha e e a e egi e ed a j i ha eh de f a ha e, he ha be dee ed a j i h de f he e e a ha e, a d ha be e ic ed b he f i g e

(1) The C a eed egi e e ha f e a j i ha eh de f a ha e ;

(2) A j i ha eh de f a ha e ha bea he j i a d e e a iabi i ie f he a ab e a f he e e a ha e.

I he ci a ce f j i ha eh de

(1) I ca e f dea h f e f he j i ha eh de , he he i i g j i ha eh de ( ) ha be dee ed a e f he ha e b f he , e f e i g he egi e f ha eh de , he b a d f di ec i e i ed de a d he i i g ha eh de ( ) ide a dea h ce ifica e a he b a d hi k fi .

(2) F jmi ha eh de f a ha e, he e h e a e a d fi i he egi e ha be e i ed ecei e ha e ce ifica e f he e e a ha e ecei e ice f he C a , a e d he ge e a ee i g e e ci e i g f e e a ha e a d he e ice f ice he af e aid e ha be dee ed a e ice f ice a jmi ha eh de

Whe e e f he jmi ha eh de de i e ecei he C a a ega d a di ide d b e f ca i a hich ha be di ib ed ch jmi ha eh de ch ecei ha be dee ed a a id ecei f ch jmi ha eh de he C a .

H de f di a ha e f he C a ha e j he f i g igh

(1) T ecei e di ide d a d he fi di ib i he ba f he be f ha e he d b he

(2)

(i) e o of he agg ega e a a e, be of ha e a d highe a d o e ice of each c a of ha e b o gh back b he Co a ce he a fi ca ea a e a a he e e e aid b he Co a he efo ;

( ) bo d , b i e of ge e a ee i g , e o i o of bo a d ee i g , e o i o of he bo a d of e i o ee i g , fi a cia e o ;

(i) he Co a ' o ece a di ed fi a cia a e e , a d e o of he bo a d of di ec o , a di o a d he bo a d of e i o ;

(ii) co of he a e a a e ie e o , hich ha bee fi ed i h he I d a d Co e ce Ad i i a io B ea of he PRC o o he co e e a ho i ie

(6) Whe he Co a e i a e o i ida e , ecei e i ha e of e ai i g a e of he Co a acco di g o he ha e he d;

(7) If a ha eho de o o e he e ge o di i io of he Co a a a ge e a ee i g, he e e he Co a o b back hi ha e ;

(8) O he igh de he a , ad i i a i e eg a io , de a e a eg a io a d hi A ic e of A o cia io .

Whe e a e o di ec o i di ec ha i g igh a d i e e fai o di c o e ch igh a d i e e , he Co a ha o e e ci e i igh o ha a igh of ch e o a ached o he ha e

Whe a ha eho de e e o ha e acce o he i fo a io e io ed i he ecedi g A ic e, he ha

If a di ec e i ffice c a e e he a , ad i i a i e eg a i hi A ic e f A cia i he ca i g hi d ie e i g i e he C a , ha eh de i di id a ge he h di g 1% e f he ha e f 180 da c i i e e he b a d f e i i i g c ce i iga i i he c . If a b a d f e i c a e e he a , ad i i a i e eg a i hi A ic e f A cia i he ca i g i d ie e i g i e he C a , he ha eh de e e he b a d f di ec i i i g c ce i iga i a he c .

If he b a d f e i b a d f di ec e fi e c ce i iga i , ecei f he ha eh de ' i e e e de he ecedi g a ag a h, d e c ce i iga i i hi 30 da , ecei f he e e , he i a i i ge ha i h a i edia e i iga i i i ca e i e a ab e e he C a , he ha eh de e i ed de he e i a ag a h c ce i iga i di ec a he c de hei a e f he i e e f he C a .

If a e i e e e i h he a fi i e e f he C a a d e i e ffe ed b he C a , a ha eh de e i ed de he fi a ag a h c ce i iga i a he c i acc da ce i h he ecedi g a ag a h

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If a di ec e i ffice c a e e he a , ad i i a i e eg a i hi A ic e f A cia i , he eb da agi g ha eh de i e e he ha eh de ca c ce i iga i i he c .

H de f di a ha e f he C a ha ha e he f i g b iga i :

(1) C i h a , ad i i a i e eg a i a d hi A ic e f A cia i ;

(2) Pa f he ha e ba ed he ha e b c ibed a d he e h d f b c i i ,

(3) Ca a k he C a edee h e ha e e ce a e c ibed b he a ad i i a i e eg a i ;

(4) Ca ab e hi igh a a ha eh de ha he C a ' he ha eh de i e e ca ab e he ega e a i f he C a a d he i ed iabi i f he ha eh de ha he i e e f c edi ;

A ha eh de h ab e hi ha eh de igh e i g i e he C a a d he ha eh de ha c e a e acc di g he a .

Sha eh de h ab e he ega e a i f he C a a d i ed iabi i f ha eh de i de e ca e f iabi i , he eb e i da agi g he i e e f c edi f he C a , The co tro i g sha eho de o act a co t o e of he Co pa y sha o se his asso ciated e a io shi s o da age he Co pa y's i e es s. I case of a b each which es s i da age o he Co pa y, he sha be iab e o co pe sa e.

The co t o i g sha eho de a d act a co t o e ha e a d y of ho es y o a ds he Co pa y a d p b ic sha eho de s of he Co pa y. The co t o i g sha eho de sha s ic y e e cise his igh s as a ca i a co t ib o. The co t o i g sha eho de ca o ake se of e hods s ch as he dis ib io of p ofi s, asse s e s c i g, i e s e s, oa s, o ia io of asse s, bo o i g o o a g a a ee o da age he a fi i e es s of he Co pa y a d p b ic sha eho de s. He sha o ake se of his co t o i g posi io o da age he a fi i e es s of he Co pa y a d p b ic sha eho de s.

I additio o he ob igatio s de he a s, ad i is a i e eg a io s o he is i g es of he sec i ies e cha ge(s) o which he sha es of he Co pa y a e is ed, co t o i g sha eho de s, i he e e cise of hei sha eho de s' o e s o ake decisio s, ej dicia o he i e es s of a o a of he sha eho de s as a es of he e e cise of hei o i g igh s o he iss es fo o s:

(1) Re ie i g a di ec o o s e iso of he es o sibi i of ac ho es i he bes i e es of he Co pa y;

(2) A o i g a di ec o o s e iso (fo his o he o e's be efi) o de i e he Co pa y of i s o e i a y a , i c di g (b o i i ed o) a o o i ies ha a e fa o ab e o he Co pa y;

(3) A o i g a di ec o o s e iso (fo his o he o e's be efi) o de i e o he sha eho de s of hei igh s o i e es s i c di g (b o i i ed o) he igh s o dis ib io s a d o i g igh s, b o i c di g es c i g of he Co pa y s b i ed o a d ado ed a he sha eho de s' ge e a ee i g i acco da ce i h he A ic es of Associa io of he Co pa y.

The e co t o i g sha eho de – e io ed i he ecedi g A ic e efe s o a e so ha sa isfies a o e of he fo o i g co di io s:

(1) He, ac i g a o e o i co ce i h o he s, has he o e o e ec o e ha ha f of he di ec o s;

(2) He, ac i g a o e o i co ce i h o he s, has he o e o e e cise o co t o he e e cise of 30% o o e of he Co pa y's o i g igh s;

(3) He, ac i g a o e o i co ce i h o he s, ho ds 30% o o e of he iss ed a d o s a di g sha es of he Co pa y;

(4) He, ac i g a o e o i co ce i h o he s, ac a co t o s he Co pa y i a o he a e.

The ge e a ee i g ha be he ga f a h i f he C a a d ha e e ci e he fi c i a d e acc di g a .

The ge e a ee i g ha e e ci e he f i g fi c i a d e :

(1) Decide he e a i a ic a d i e e a f he C a ;

(2) E ec a d e ace di ec a d e i h a e a aff e e e a i e Make deci i e i e a i he a a f he e e a di ec a d e i ;

(3) Re ie a d a e he e f he b a d f di ec ;

(4) Re ie a d a e he e f he b a d f e i ;

(5) Re ie a d a e he a a fi a cia b dge a d fi a acc i g f he C a ;

(6) Re ie a d a e he fi di ib i a a d cc e a i a f he C a ;

(7) Decide i c ea g ed ci g he egi e ed ca i a f he C a ;

(8) Decide e ge , di i , i di g , i ida i cha gi g he f f he C a ;

(9) Pa e i he i a ce f b d i i g a f he ec i ie b he C a ;

(10) Pa e i he e a d di a f acc i g fi b he C a ;

(11) A e d hi A ic e f A cia i ;

(12) Re ie a d a e he e e a g a a ee i e hich ha be e ie ed a he ge e a ee i g a e c ibed i a ic e 64 f hi A ic e f A cia i ;

(13) Re ie cha e a d a e f g ifica a e i hi a ea e ceedi g 30% f he a e a di ed a a e f he C a ;

(14) Re ie a d a e cha ge i he age f ai ed fi d ;

(15) Re ie ha e i ce i e a ;

(16) Re ie a f he ha eh de h e e 3% e f he C a ' i g ha e ;

(17) Re ie he e be a ed a he ge e a ee i g a e c ibed b he a ad i i a i e eg a i de a e eg a i   i i g e f he ca ck e cha ge he e he C a ' ha e a e i ed hi A ic e f A cia i .

The f i g e e a g a a ee f he C a   be e ie ed a d a ed a he ge e a ee i g:

(1) A e e a g a a ee b he C a   i b dia a d a   b e e g a a ee, h e a a   i e a e ha 50% f he C a ' a di ed e a e ;

(2) A e e a g a a ee b he C a   a d a   b e e g a a ee, h e a a   i e a e ha 30% f he C a ' a e a di ed a a e ;

(3) T ide g a a ee e i ie i h e ha 70% deb e i a i ;

(4) A g e g a a ee h e a   e ceed 10% f he a e a di ed e a e ;

(5) T ide g a a ee f ha eh de ac a c   e a d i a cia e ;

(6) O he g a a ee hich ha be a ed a he ge e a ee i g a e c ibed b he ca ck e cha ge he e he C a ' ha e a e i ed a d hi A ic e f A cia i .

E ce he he C a   i de a ecia ci c a ce ch a a c i i he C a   ha   , i h a a   a b a ecia e i a a ge e a ee i g, e e i a c   ac ha d e a   a f he age e   f i a   e f he C a   a e   he ha   a di ec , e i he e i ffice .

The ge e a ee i g ha i c de a a ge e a ee i g a d e a di a ge e a ee i g . A a ee i g ha be c   e ed ce a ea a d ha be he d i hi   h f he e d f he ecedi g fi ca ea .

The b a d f di ec ha c   e e a e a di a ge e a ee i g i hi   h he cc e ce f a   f he f i g ci c a ce :

(1) The be f di ec i e ha he be ided f i he C a   La   e ha   - hi d e c ibed i he A ic e f A cia i   f he C a ;

(2) The e f he C a   ha ha e bee ade each e- hi d f he a ha e ca i a   f he C a ;

(3) Sha eh de h i di id a   ge he h d   e ha 10% f he ha e f he C a   e i ed i i i g a e a di a ha eh de ge e a ee i g be c   e ed;

(4) Whe e e he b a d f di ec cl de ece a ;

(5) Whe he b a d f e i gge a ee i g;

(6) O he ci c a ce e c ibed b he a , ad i i a i e eg a i de a e a eg a i hi A ic e f A cia i .

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The e e h d a ge e a ee i g f he C a ha be he d ici e f he C a he ecific ca i i f ed b he c e e f he ge e a ee i g.

The ge e a ee i g ha ha e a e e a d be he d - e. The C a ha a ide i e e he ea e i ed b e e a eo i ie eg a a h i ie f he c e ie ce f ha eh de a e da ce. A ha eh de h a ici a ed i a ge e a ee i g i he af e aid e ha be dee ed ha e bee e e a he ee i g.

I de e de di ec a e e i ed e a e a di a ge e a ee i g he b a d f di ec C ce i g he ab e e e , he b a d f di ec ha , i acc da ce i h he a , ad i i a i e eg a i a d hi A ic e f A cia i , e i h a i e i i a e he he i ag ee di ag ee c e e a e a di a ge e a ee i g i hi 10 da ecei f he .

If he b a d f di ec ag ee c e e he e a di a ge e a ee i g, i ha i e a ice f ge e a ee i g i hi 5 da aki g he deci . If he b a d f di ec d e ag ee c e e a e a di a ge e a ee i g, i ha e ai he ea a d ake a a ce acc di g .

The b a d f e i i e i ed e a e a di a ge e a ee i g he b a d f di ec , hich ha be ade i i i g. C ce i g he ab e e e , he b a d f di ec ha , i acc da ce i h he a , ad i i a i e eg a i a d hi A ic e f A cia i , e i h a i e i i a e he he i ag ee di ag ee c e e a e a di a ge e a ee i g i hi 10 da ecei f he .

If he b a d f di ec ag ee c e e he e a di a ge e a ee i g, i ha i e a ice f ge e a ee i g i hi 5 da f he deci . A cha ge ade he igi a e e i he ice ha be ag eed b he b a d f e i

If he b a d f di ec di ag ee c e e he e a di a ge e a ee i g, d e e i hi 10 da ecei f he , i ha be dee ed a fai i g di cha gi g i d ie c e e he ge e a ee i g. The b a d f e i ha he be e i ed c e e a d h d he ee i g i e f.

The c e f he , ha be aied ha be i hi he c e f d ie f he ge e a ee i g I ha ha e a c ea ic a d ecific e be e ed , a d ha be i c ia ce i h e e a e i e f he a ad i a i e eg a i a d hi A ic e f A cia i .

Whe a ge e a ee i g i he d b he C a , he b a d f di ec , b a d f e i ha eh de hi i di id a ge he h di g e ha 3% f he ha e f he C a , e i he C a .

Sha eh de hi i di id a ge he h di g e ha 3% f he ha e f he C a b ad hc , i i g he c e e f he ge e a ee i g 10 da bef e he h di g f he ge e a ee i g. The c e e ha i e a e a ice f he ge e a ee i g i hi 2 da ecei f he , a d a ce he c e f he ad hc .

E ce f ci a ce ided i he ab e a ag a h, he c e e , af e i i g he ice f he ge e a ee i g, ca e i e he a ed i he ice f ge e a ee i g add e .

If a ice f ge e a ee i g d e ecif he , ed e i d e c i h A ic e 73 he ei , i g f deci h d be he d a he ge e a ee i g.

Whe e a ge e a ee i g i c e ed b he C a , i ha i e a i e ice 45 da i he ee i g if a he egi e ed ha eh de f he e , ed be c de ed a e a he da e a d ace f he ee i g. Sha eh de hi e d a e d he ge e a ee i g ha de i e hei i e e ie he C a 20 da i he ee i g.

Whe ca a i g he i i f he ice ha e c de he da e f he ee i g a d he da e f i i g he ee i g ice.

The C a ha ca a e he be f i g ha e e e ed b he ha eh de hi e d a e d he ee i g ba ed he i e e ie ecei ed 20 da i he h di g f he ge e a ee i g. If he be f i g ha e e e ed b he ha eh de hi e d a e d he ee i g eache e ha e ha f f he a be f he C a ' i g ha e , he C a h d he ge e a ee i g. If , he C a ha i hi fi e da i f he ha eh de agai b b ic ice f he e be c de ed a e a he da e a d ace f he ee i g. U ifica i b he b ic a ce , he C a h d he ge e a ee i g.

A e a di a ge e a ee i g ha decide e ecified i he ice a ce .

The notice of general meeting shall meet the following requirements:

(1) it shall be made in writing;

(2) it shall specify the place, date and time of the meeting;

(3) it shall specify the matters to be discussed at the meeting;

(4) Specify the shareholding record date for shareholders who are entitled to attend the meeting;

(5) It shall provide the shareholders the information and explanations necessary for the shareholders to make a wise decision on the matters to be discussed. This principle applies (but not limited to) proposed merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contracts (if any) of the proposed transaction and properly explain the reasons and effects of the same;

(6) Any director, supervisor, manager or other senior management member who has material conflicts of interests in matters subject to discussion shall disclose the nature and extent of such material conflicts of interests. If the effect of proposed matters on such director, supervisor, manager or other senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified;

(7) It shall contain the full text of any special resolution proposed to be adopted at the meeting;

(8) It shall contain a clear statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote on their behalf and that such proxies need not be a shareholder;

(9) It shall state the time and place for the delivery of the proxy form for the meeting;

(10) It shall state the name and telephone number of the contact persons who handle the meeting affairs

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If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:

(1) Personal particulars such as educational background, working experience and other part-time jobs;

(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;

(3) The number of shares of the Company he/she held;

(4)

(3) U e he i e ided i he a icab e i i g e he e i ie a d eg a i he igh e be e e ci ed ei he b a ha d a e ce ha if a ha eh de ha a ed e ha e , ch ie e e ci e hei i g igh a .

A i di id a ha eh de h a e d he ge e a e i g i e ha e e a id , f hich ca fi hi ha eh de ' ide i . If a i a ed a e d he e i g, i addi i e e he ' ide i ca d, he ha a e e he ha eh de ' ide i , f ge he i h he a h i a i e e f he ha eh de .

If a ha eh de h i a ega e a i i e e e a i e a e d he e i g, he C a ha igh e e he e e e a i e e e he ide i , f f he ha eh de a d i e e e a i e, a e a a e i a h i a i e e f he b a d f di ec f he ha eh de h i a ega e he a h i a f he ch a h i a i .

The i e a i g a ha be i i i g de he ha d f he a i g Sha eh de hi a e d a h i ed i i i g; he e he a i g ha eh de i a ega e , ch i e ha be de i ea de he ha d i di ec a e d a h i ed.

The i e i ed b he ha eh de a h i e a he e a e d he ge e a e i g ha a e he f i g c e :

(1) Na e f he ;

(2) Whe he he ha i g igh ;

(3) I dica i f c e , bjec i ab e i c ce i g each i a he ge e a e i g age da;

(4) Da e f g i g f i e a d e f a idi ;

(5) Sig a e (ea) f he i ci a . If he i ci a i a ega e ha eh de , he ea f he ega e ha be affi ed.

(6) S ecif i g he be f ha e e e ed b ch ;

(7) If e ha e i a ed, he i e ha ecif he be f ha e e e ed b each e ec i e .

The i ı e a i i g a i g ha be aced a he d ici e f he C a a ch he ace a ecified i he ice f he ee i g bef e 24 h i he ee i g a hich he i a h i ed e bef e 24 h i he ecified i e f he i g. Whe e he i ı e i g ed b a he e a h i ed b he e ı i g a , he a h i a i e e he d e a h i i g he g a ha be a i ed. The a i ed a h i a i e e he a h i i g d e ha be aced ge he i h he i ı e a i g he i g a he d ici e f he C a a ch he ace a ecified i he ice f he ee i g.

Whe e he i ci a i a ega e , i ega e e e a i e he e a h i ed b e , i f i b a d f di ec he deci -aki g b d ha be e i ed a e d he C a 'ge e a ee i g a he e e a i e f ch ega e .

Whe h di g a ge e a ee i g, a he di ec e i a d ec e a ie he b a d f di ec ha a e d. The ge e a age a d he e i age be ha e a he ee i g e ce i h e ea f ab e ce.

The ge e a ee i g ha be c e ed a d e ded e b he chai f he b a d f di ec . Whe e he chai f he b a d f di ec i ab e di cha ge he d i di cha ge hi d , he ee i g ha be c e ed a d e ded e b he ice chai f he b a d (if he e a e e ice chai , he e e ec ed b e ha e ha f he di ec ha e de). Whe e he ice chai f he b a d i ab e di cha ge he d i di cha ge he d , e ha e ha f he di ec ha de g a e a di ec c e e a d e de e he ee i g. Whe e e ha e ha f he di ec ca de g a e a di ec e de e he ee i g, he ha eh de a e di g he ee i g e ec e e e de e he ee i g. If f a ea he ha eh de a e ab e e ec a chai , he a e da ha eh de h di g he a ge be f i g ha e (he he i e b) ha e de e he ee i g.

If a ge e a ee i g i c e ed b b a d f e i , he chai f he b a d f e i ha e de e he ee i g. If he chai f he b a d f e i i ab e i di cha ge hi d ie e ha e ha f he e i ha a e a e i e de e he ee i g.

If a ge e a ee i g i c e ed b he ha eh de he e he c e e i a e a e e e a i e c d c he ee i g. If f a ea he ha eh de a e ab e e ec a chai , he a e da ha eh de h di g he a ge be f i g ha e (he he i e b) ha e de e he ee i g.

I a ge e a ee i g, if he chai f he ee i g c a e e he ee i g ced e aki g he ee i g i b e ceed, i h c e f e ha e ha f he a e da ha eh de i h i g igh he ha eh de a e e e e a he chai a d c i e i h he ee i g. If f a ea he ha eh de a e ab e e ec a chai , he a e da ha eh de h di g he a ge be f i g ha e (he he i e b) ha e de e he ee i g.

The C a ha i a e he e f ced e f he ge e a ee i g a d ecif i de ai he ced e f c e i g a d i g a he ge e a ee i g, i c di g ifica i , egi a i , e ie i g f a , i g, c i g f e a ce f i g e , f i f ee i g e i , i e f ee i g a d hei g i g, b ica ce a e a , i ci e f a h i a i he b a d f di ec b he ge e a ee i g. The e f ced e f he ge e a ee i g ha be a e ded hi A ic e f A cia i . The ha be i a ed b he b a d f di ec a d a ed b he ge e a ee i g.

I he a a ge e a ee i g, he b a d f di ec a d b a d f e i ha e hei k d i g he a ea he ge e a ee i g. Each i de e de di ec ha a e a k e .

Di ec e i a d e i age e be ha e ai a d a e he e i ie a d gge i f ha eh de a he ge e a ee i g.

The chai f he ee i g ha i i g, a ce he be f ha eh de a d ie a e di g he ee i g i e a e a he a be f i g ha e hich ha be he be f ha eh de a d ie a e di g he ee i g i e a d he a be f hei i g ha e a i dica ed i he ee i g' egi a i ec d.

The ge e a ee i g ha ha e i e e a ed b he ec e a he b a d f di ec The i e ha a e he f i g c e :

(1) Ti e e a d age da f he ee i g a d a e f he c e e ;

(2) The a e f he ee i g chai a d he a e f he di ec e i age a d he e i age e be a e di g e a he ee i g;

(3) The be f ha eh de (i c di g d e ic-i e ed ha eh de a d e ea ha eh de (if a)) a d ie a e di g he ee i g, be f i g ha e he e e a d he e ce age f hei i g ha e he a ha e ca i a f he C a f each ha eh de ;

(4) The ce f e ie a d di ... f a eech a d i g e f each ;

(5) Sha eh de e i i gge i a d c e di g a e e a a i ;

(6) Na e f e c e a d c i i e f he i g;

(7) O he c e be i c ded a ecified i hi A ic e f A cia i

The c e e ha e e ha he c e f he i e a e e, acc a e a d c e e. Di ec e i ec e a ie he b a d f di ec c e e a d hei e e a i e a d he ee i g chai ha g he i e The i e ha be ke ge he i h he egi a i ec d f a e da ha eh de a h i a i e e f ie aid ec d i e e i g a d he ea f i g, f a e i d f e ha 10 ea

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The c e e ha e e ha he ge e a ee i g be c d c ed c i fi a e i a e ade. If he ge e a ee i g i e ded e i ca be ade beca e f f ce aje e he ecia ci a ce he c e e ha ake ece a ea e e he ee i g di ec e i a e ha ee i g i edia e f ed b a i e bica ce a d e i acc da ce i h he a eg a i i i g e f he ace he e he C a ' ha e a e i ed.

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Re o i o of he ge e a ee i g i c de o di a e o i o o ecia e o i o

O di a e o i a a ge e a ee i g ha be a ed b o e ha o e ha f of he o i g ha e he d b ha eho de (i c di g hei o ie) a e di g he ge e a ee i g.

S ecia e o i a a ge e a ee i g ha be a ed b o e ha o- hi d of he o i g igh he d b ha eho de (i c di g hei o ie) a e di g he ge e a ee i g.

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Whe ha eho de (i c di g o ie) o e a he ge e a ee i g, he ha e e ci e hei o i g igh acco di g o he be of o i g ha e ha he e e e . Each ha e ha ca o e o i g igh .

Sha e he d b he Co a do o ca o i g igh a d ha o be co ed i he o a be of o i g ha e e e e ed b ha eho de e e a a ge e a ee i g.

S bjec o a d co di io a o co ia ce i h a icab e a eg a io a d/o e i e e of he i i g e of he ace he e he Co a ' ha e a e i ed, he boa d of di ec o i de e de di ec o a d o he ha eho de ho a if i h e e a ecified co di io o ici fo he o i g ha e f o ha eho de

Whe he ge e a ee i g co ide e a ed a a ac io he e a ed a ha eho de ha o a ici a e i he o i g if o ecified i he a icab e a eg a io o i i g e of he ace he e he Co a ' ha e a e i ed. Hi ha e he d i h o i g igh i o be co ed i hi he o a be of a id o e The b ic a o ce e o he o i g e of he ge e a ee i g ha f di c o e he o i g e of he o - e a ed a ha eho de

I acco da ce i h he a icab e a eg a io a d i i g e of he ace he e he Co a ' ha e a e i ed, he e a ha eho de ha ab ai f o o i g fo a a io a e o i o i e ic ed o o e o fo o agai ch e o i o , a o e i io a io of ch e i e e o e ic io b he ha eho de (o hei o ie) ha o be co ed i he o i g e

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Vo i g a ge e a ee i g i ecod he a e of he o e .

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Whe a o i ake a a ee i g, a ha eho de (i c di g o ie) ho ha e he igh o o o e o e eed o ca a hi o e i he a e a .

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Whe he be of o e fo a d agai a e o i o i e a , he chai a of he ee i g ha be e i ed o o e addi io a o e.

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A f he e be e e ci ed b he ge e a ee i g f ha eh de e ce f ch e a e i a ag a h (1), (2), (3), (4), (5), (6), (10), (12), (14) a d (17) i A ic e 63 he e i eed g i g h gh he ecia e i i acc da ce i h he a ad i a i e eg a i hi A ic e f A cia i , he he e ha be a ed b di a e i a a ge e a ee i g.

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A f he e be e e ci ed b he ge e a ee i g f ha eh de ch i e a e a ag a h (7), (8), (9), (11), (13) a d (15) i A ic e 63 e e i ed b he a ad i a i e eg a i hi A ic e f A cia i , ch e e ed b he ge e a ee i g b di a e i be g ifica i ac he C a a d he eb ha be a ed b ecia e i ha be a ed b ecia e i a a ge e a ee i g. A d ch e e a ag a h (16) ha e ec i e a he ab e i ed i he di a e i a d ecia e i i acc da ce i h he ecific c e f ha eh de ' a

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The chai f he ee i g ha be he d e b e f decidi g he he a e i f he ge e a ee i g ha bee a ed. Hi deci ha be fi a a d ha be a ced a he ee i g a d ec ded i he i e f ee i g.

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If he chai f he ee i g ha a d b ab he i g e f a e i , he a a ge e- c i g f he e If he chai f he ee i g d e a a ge e-c i g f he e a ha eh de a e di g he ee i g h cha e ge he e a ced b he chai f he ee i g ha ha e be e i ed e e e-c i g f e i edia e af e ch a ce , he chai f he ee i g ha i edia e a a ge e-c i g f he e

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If c i g f e i he d a a ge e a ee i g, he e f he c i g ha be ec ded i he i e f ee i g. The i e f ee i g a d he egi a i ec d f a e da g ed b he a e da ha eh de a d ie ha be ke a he C a ' d ici e f a e i d e ha 10 ea

Sha eh de e a i e h c ie f he i e f ee i g di i g he C a ' ffice h f ee f cha ge. If a ha eh de e f a h c f he e e a i e f ee i g he C a ha e d ch h c ie i hi e da ecei f a f ea ab e cha ge

Sha eh de h h d diffe e c a e f ha e ha be ha eh de f diffe e c a e

Sha eh de f diffe e c a e ha e j igh a d de ake b iga i i acc da ce i h he a ad i a i e eg a i a d hi A ic e f A cia i .

Whe e he ha e ca i a f he C a i c de ha e hich d ca i g igh he d - i g ha e a ea i he de g a i f ch ha e

Whe e he ha e ca i a i c de ha e i h diffe e i g igh he de g a i f each c a f ha e he ha h e i h he fa ab e i g igh i c de he d e ic ed i g i ed i g.

The C a ha ceed cha ge ab ga e he ha eh de igh f a c a f ha e e ch cha ge ab ga i ha bee a ed b a f a ecia e i f he ge e a ee i g a d b a e a a e c a ee i g f he affec ed ha eh de f he c a f ha e i acc da ce i h A ic e 113 117.

Whe e a cha ge i d e ic a d f eig a eg a i a d he i i g e f he ace he e he ha e f he C a a e i ed, a e a deci f d e ic a d f eig eg a a h i ie hich ead he cha ge f he c a f ha eh de igh e ea ha e i e he a a f ha eh de ' ee i g c a ee i g.

The igh f ha eh de f a ce ai c a ha be dee ed ha e bee cha ged ab ga ed i he f i g c di i

1. a i c ea e dec ea e i he be f ha e f ch c a a i c ea e dec ea e i he be f ha e f a c a ha i g i g igh di ib i igh he i i ege e a e i h e f he ha e f ch c a ;

2. a cha ge f a a f he ha e f ch c a i ha e f a he c a a c e f a a f he ha e f a he c a i ha e f ch c a he g a f he igh ch cha ge;

3. a e a ed c i f igh acc ed di ide d a i e di ide d a ached ha e f ch c a ;

4. a ed c i e a f a di ide d efe e ce e di ib i efe e ced i g i ida i f he C a , a ached ha e f ch c a ;

5. a addi i , e a ed c i f ha e c e igh i i g igh a fe igh ee i e igh igh i e igh ac i e e i ie f he C a a ached ha e f ch c a ;

6. a e_ a ed c i f igh ecei e a_ a ab e b he C _a i a a io a o e c a ached ha e f ch c a ;

7. a c ea i f a e c a f ha e i h i g igh di ib i igh he i i ege e a e i h e he ha e f ha c a ;

8. a i_ i f e ic i addi i a e ic i he a fe f e hi f ha e f ch c a ;

9. a i a ce f igh b c ibe f , c e i , ha e f ch c a a he c a ;

10. a i c ea e i he igh a d i i ege f ha e f a he c a ;

11. e c i g f he C _a hich ca e ha eh de f diffe c a e bea iabi i diffe e e d i g he e c i g; a d

12. a a_ d_ ca ce a i f he i f hi ec i .

Sha eh de f he affec ed c a , he he he i e ha i g he igh e a ge e a_ ee i g, ha ha e he igh e a c a _ ee i g i e ec f _ e efe ed i a ag a h (2) (8) a d (11) (12) i A ic e 112, e ce ha i e ed ha eh de ha e a c a _ ee i g .

The e _ i e ed ha eh de i he ecedi g a ag a h ha ha e he f i g _ ea i g :

1. if he C _a ha _ de a e de ffe a ha eh de i he a_ , i ha b gh back i ha e h gh e _ ke a ac i a eo i ie e cha ge i acc da ce i h A ic e 32 he e f, he c i g ha eh de a defi ed i hi A ic e f A cia i ha be i e ed ha eh de ;

2. if he C _a ha b gh back i ha e b a ag ee_ de a eo i ie e cha ge i acc da ce i h A ic e 32 he e f, h de f ha e i e a i ch ag ee_ ha be i e ed ha eh de ;

3. de a e c i g , a f he C _a , ha eh de h i bea iabi i i a i _ e ha ha f he iabi i b e b he ha eh de f he a_ c a , ha eh de h ha e a i e e i a e c i g , a f he C _a ha i diffe e f _ he i e e i ch e c i g , a f he ha eh de f he a_ c a ha be i e e ed ha eh de .

Re i f a_ ee i g f ha eh de f diffe e c a e _ be a ed b _ e ha - hi d f he i g igh f ha c a e e e ed a he _ ee i g i acc da ce i h A ic e 113.

Whe he C a i h d a c a e i g, i ha i e a i e ice 45 da i he e i g i f g a he egi e ed ha eh de f ha c a f he e be c de ed a he e i g a e a he da e a d ace f he e i g. Sha eh de h i e d a e d he e i g ha i hi 20 da i he da f he e i g, de i e hei i e e ie he C a f hei a e da ce.

If he be f he i g ha e e e ed b he ha eh de i e di g a e d he e i g i e ha e ha f f he a be f i g ha e f ha c a he C a h d he c a e i g f ha eh de If he C a ha i hi fi e da i f he ha eh de ce agai f he e be c de ed a he e i g a d he da e a d ace f he e i g i he f f a b ic a ce . U ifica i b b ic a ce he C a h d he c a e i g.

If he e i a ecia e i e b he i i g e f he ace he e he C a ' ha e a e i ed, ch e i e ha e ai.

The ice f c a e i g f ha eh de ha be de i e ed he ha eh de e i ed e he ea .

The ced e f a c a e i g ha he e e b e, be ide ica i h he ced e f a ge e a e i g. U e he i e ecified i hi ec i , i f he A ic e f A cia i f he C a e e a ced e f he h di g f a ge e a e i g ha be a icab e a c a e i g.

I addi i h de f he c a e f ha e h de f d e ic-i e ed ha e a d e ea i ed f eig ha e a e dee ed be diffe e c a e f ha eh de

The ecia ced e f i g i c a e i g ha a he f i g ci a ce

(1) Whe e he C a i e d e ic-i e ed ha e a d e ea i ed f eig ha e a b a ecia e i f i ha eh de i a ge e a e i g, ei he e a a e c e ce e e 12 h e ha 20% f each f he e i g i ed d e ic-i e ed ha e a d e ea i ed f eig ha e f he C a ;

(2) Whe e he C a ' a i e d e ic-i e ed ha e a d e ea i ed f eig ha e i i c a i i e ed i hi 15 h f he da e f a a b he e i ie eg a a h i f he S a e C ci ;

(3) Whe e i h he a a b he e i ie eg a a h i f he S a e C ci he d e ic ha eh de a fe hei ha eh di g he f eig i e f e ea i i g a d adi g.

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The C a ha e ab i h he C i Pa C ee f Beiji g Ji g e g C ea E e g C ., Li ed (C ea E e g Pa C ee) a d he Di ci i e I ec i C ee f C i Pa f Beiji g Ji g e g C ea E e g C ., Li ed (C ea E e g Di ci i e C ee). I i ci e, he chai a f he b a d f di ec f he C a a d he ec e a f he Pa C ee ha be he a e , a d e fi - i e de ec e a ha be a g ed i cha ge f Pa - e a ed k. E igib e be f he Pa C ee ca j i he b a d f di ec , he b a d f e i a d he age ea h gh ega ced e hi e e igib e Pa be f he b a d f di ec , he b a d f e i a d he age ea a j i he Pa C ee i acc da ce i h he e e a e a d ced e

The be f i f ec e a , de ec e a a d c ee be f he Pa C ee f he C a a d he Di ci i e I ec i C ee f he C a ha be e ab i hed i acc da ce i h he e gi e b he e i a c ee, a d be f a i ha be e ec ed b e ec i . D i g he adj e f he a e e a i e c g e he e i a c ee a a i he ec e a , de ec e a a d he ec e a f he Di ci i e I ec i C ee he ece a .

The Pa C ee f he C a ha , i acc da ce i h he C i i f he C i Pa f Chi a a d he a e e f d ie

(1) T e e a d e i e he h gh i e a i f he g ide i e a d icie f he Pa a d he S a e, deci a d de ade b he Pa Ce a C ee, he Pa C ee f he M ici a Pa C ee a d he G e , he S a e- ed A e S e i a d Ad i a i C i a d he Beiji g E e g H di g C ., L d h gh he C a .

(2) T adhe e he i ci e f he Pa e e ci g eade hi e fficia , he e ec i f e a i g age b he b a d f di ec , a d he e e ci e f e a ega d he igh f fficia a i b he e a i g age i acc da ce i h a . The Pa C ee f he C a ha ec d ee he b a d f di ec he ge e a age , c e a e a d/ gi e gge i he ca dida e a ed b he b a d f di ec he ge e a age . The Pa C ee f he C a , ge he i h he b a d f di ec , ha b e he ed ca dida e a d di j i , ide i a d gge i he e . T e f he d f e e ci g eade hi e a e a d ceed i h he a eg f ei ig a i g e i e h gh h e ce de e .

(3) T d a d di he abe ef a d de e , b a ia e a i a a d age i e f he C a a e a e ia i e e a i g he i e e f he e ee a d ide ad ice a d ec da i

(4) T ake fi e bi i c ehe e e g he he Pa ' di ci i e, ead he C a ' ide gica a d i ica k, i ed f k, i i a ci i i a i c c i a e a c a e c c i , a d k f a ga i a i ch a he ade i a d he C i Y h Leag e. P a a eadi g e i b i di g a Pa i h a c ea a d h e i age, he Di ci i e I ec i C ee f he C a i fi i g i e bi i f e i i ac ice.

I de e i g he b a ia e a i a a d age e , i e f he C a , he b a d f di ec a d age e , ea ha fi eek i i f he Pa C i ee f he C a .

The k f he Pa O ga i a i a d he c i c i f i e f ha , ceed i c ia ce i h he e e a i i f he C i i i f he C i Pa f Chi a.

Di ec ha be e ec ed b he ge e a ee i g a d e e a e f h ee ea f each e . A di ec e e c e i e e if e-e ec ed , he e i f hi e e he i e i a ed b he e e a a eg a i a d i i g e f he ace he e he C a ' ha e a e i ed.

A di ec ' e f e ice c e ce f he da e he ake , he a i e , i he e e f e ice f b a d f di ec e d If a di ec ' e f e ice e i e b a e di ec i e a i ed, he igi a di ec ha c i e ca he di ec ' d ie acc di g he a ad i i a i e eg a i de a a eg a i a d hi A ic e f A cia i i he e e ec ed di ec ' a i e c e i effec .

A di ec ' a be a ed b ge e a age he e i age e e be B he a be f ge e a age he e i age e e be h a a di ec hi i he c a , he be f di ec a aff e e a i e, ha e ceed e ha f he a be f di ec

A di ec eed be ha eh de f he C a .

The di ec b h c ec i e a d i di id a , a e e ec ed fi fi fid cia d ie a d d ie f ki , ca e a d di ige ce a a da d ea i c ia ce i h he a da d e ab i hed b he a f H g K g. Thi ea ha e e di ec , i he e f ce f hi d ie a a di ec :

(a) ac h e a d i g d fai h i he i e e f he c a a a h e;

(b) ac f e e;

(c) be e be he i e f he a ica i ica i f i a e ;

(d) a id ac a a d e ia c f ic f i e e a d c f ic i d ;

(e) di⊠c⊠⊠e fi a d fai hi⊠i e e⊠⊠i c⊠ ac⊠⊠i h he i⊠⊠ e ; a d

(f) a ⊠ ch deg ee ⊠f ⊠ki , ca e a d di ige ce a⊠ ea⊠⊠ ab be e ec ed ⊠f a e ⊠⊠ ⊠f hi⊠ k ⊠⊠ edge a d e e ie ce a d h⊠ di g a di ec ⊠ ⊠hi i a i⊠ed c⊠ a .

The i e i⊠ ⊠ ⊠ a e a ca dida e a⊠ di ec ⊠ a d he ⊠ i e ⊠ice ⊠f ⊠ ch ca dida e ega di g hi⊠ ⊠i i g e⊠⊠ ⊠ acce he ⊠ a i⊠ ⊠ha be gi e ⊠ he ⊠ a e ha 7 da ⊠ i⊠ ⊠ he da e a ⊠i ed f⊠ ⊠ ch ge e a ee i g.

Whe e e⊠⊠ ⊠ he ⊠ i⊠e ⊠ ided b e e a a⊠⊠ a d eg a i⊠ ⊠ a di ec ⊠ ca be e ⊠ ed b ⊠ di a e⊠⊠ i⊠ a⊠⊠ed ⊠ a ge e a ee i g bef⊠ e he e i ⊠f hi⊠ e ⊠ffice (b ⊠ ch e ⊠ a d⊠e⊠ ⊠ ej dice he di ec ⊠ '⊠ c ai ⊠ da age⊠ ⊠ a ⊠ a c⊠ ac).

If a di ec ⊠ i⊠ ab e ⊠ a e d b⊠a d ee i g⊠ i e ⊠⊠ f⊠ ⊠ ⊠ c⊠ ⊠e i e ee i g⊠ a d d⊠e⊠ ⊠ a ⊠ ⊠ he di ec ⊠ ⊠ ⊠ a e d b⊠a d ee i g ⊠ hi⊠ beha f, he ⊠ha be dee ed a⊠ fai i g ⊠ ca ⊠ hi⊠ d ie⊠ The b⊠a d ⊠f di ec ⊠ ⊠ ⊠ha ⊠ ⊠⊠e ⊠ he ge e a ee i g ⊠ e ace hi

A di ec ⊠ e⊠g bef⊠ e e i ⊠f hi⊠ e ⊠f ⊠e ice. Whe a di ec ⊠ e⊠g ⊠ he ⊠ha ⊠ b a ⊠ i e e⊠g a i⊠ ⊠ice ⊠ he b⊠a d ⊠f di ec ⊠ ⊠ The b⊠a d ⊠f di ec ⊠ ⊠ ⊠ha di⊠c ⊠⊠e he e e a ci c ⊠a ce⊠ ⊠i hi 2 da ⊠

If he e be ⊠f he di ec ⊠ ⊠ fa be ⊠⊠ he i ⊠a ⊠ e i e d e ⊠ a di ec ⊠ '⊠ e⊠g a i⊠ , he ⊠ice ⊠f e⊠g a i⊠ ⊠f he e⊠g i g di ec ⊠ ⊠i ⊠ bec⊠ effec i e i a e⊠ di ec ⊠ i⊠ a ⊠i ed ⊠ fi he aca c . The e ai i g e be ⊠ ⊠f he b⊠a d ⊠h⊠ d c⊠ e e a e a⊠ di a ge e a ee i g ⊠ e ec a e⊠ di ec ⊠ ⊠ fi he aca c a⊠ ⊠⊠⊠ a⊠ ⊠⊠⊠ b e.

Sa e f⊠ he ci c ⊠a ce⊠ efe ed ⊠ i he ecedi g a ag a h, he di ec ⊠ '⊠ e⊠g a i⊠ ake⊠ effec ⊠ de i e ⊠f hi⊠ he e⊠g a i⊠ e ⊠ ⊠ he b⊠a d ⊠f di ec ⊠ ⊠

Whe a di ec ⊠ '⊠ e⊠g a i⊠ ake⊠ effec ⊠ hi⊠ e ⊠f ⊠e ice e i e⊠ he di ec ⊠ ⊠ha c⊠ e e a a ⊠fe ⊠ced e⊠⊠ ⊠i h he b⊠a d ⊠f di ec ⊠ ⊠ Hi⊠ fid cia d ⊠⊠ a d⊠ he C⊠ a a d he ⊠ha eh⊠ de ⊠ ⊠ha ⊠ e i e af e he e d ⊠f hi⊠ e ⊠f ⊠e ice a d ⊠i be ⊠i i effec i e f⊠ a ea⊠⊠ ab e e i⊠d ⊠ ecified b hi⊠ A ic e⊠ ⊠f A⊠⊠⊠cia i⊠ .

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I he ab⊠e ce ⊠f ⊠ ecifica i⊠ i hi⊠ A ic e⊠ ⊠f A⊠⊠⊠cia i⊠ ⊠ egi i e a h⊠ i a i⊠ b he b⊠a d ⊠f di ec ⊠ ⊠ ⊠ di ec ⊠ ⊠ha ac i hi⊠ e ⊠⊠ a ca aci ⊠ beha f ⊠f he C⊠ a ⊠ he b⊠a d ⊠f di ec ⊠ ⊠ Whe a di ec ⊠ ac⊠ i hi⊠ e ⊠⊠ a ca aci , b a hi d a ea⊠⊠ ab be ie e ha he di ec ⊠ i⊠ e e⊠e i g he C⊠ a ⊠ he b⊠a d ⊠f di ec ⊠ ⊠ ha di ec ⊠ ⊠ha dec a e hi⊠ ⊠ a ce a d ca aci i ad a ce.

If a di ec b eache he a ad i i a i e eg a i de a a eg a i hi A ic e f A cia i he ca i g hi d ie a d ca e he C a , he ha be he d e b e f da age

The C a ha ha e i de e de di ec I de e de di ec efe ch di ec f he C a ha e e d ie he ha he di ec d ie ha e a i hi i h he C a i b a ia ha eh de (efe i g e a a e agg ega e ch ha eh de h h d e ha 5% f he a be f i g ha e) ha hi de hei i de e de bjec i e j dg a d a ifie he e i e i de e de ce b he i i g e f he ace he e he C a ' ha e a e i ed.

U e he i e ided i hi ec i , he e e a i e i Cha e 14 f hi A ic e f A cia i ha a he a ifica i a d b iga i f i de e de di ec

N e ha e- hi d be f b a d f di ec a d e ha h ee be f he b a d f di ec f he C a ha be i de e de di ec ; a g hich, a ea e f he i de e de di ec ha e a ia e fe a a ifica i acc i g e a ed fi a cia age e e i e. A a i he be f i de e de di ec fai ee he i i be e i ed b hi A ic e f A cia i d e ei he di a ifica i f i de e de ce he ci a ce hich ch i de e de di ec i a ia e e hei d ie he C a ha a i addi i a i de e de di ec ee he e i e .

A ea e f he i de e de di ec f he C a ha di a i e de i H g K g.

A i de e de di ec ha ha e he a e e f ffice a he di ec f he C a , a d be e- e ec ed e i f he e gi e ha he c e i e e ha be e ha ea

The C a ha f a e ki g e f i de e de di ec hich i ecif he a ifica i , i a i , e ec i a d e ace a d igh a d b iga i iabi i ie a d ch e ha be a ed a he ge e a ee i g.

Ma e e a i g i de e de di ec hich a e c e ed i hi ec i ha be dea i h acc di g he e e a a eg a i i i g e f he ace he e he C a ' ha e a e i ed.

The C a ha e a b a d f di ec hich ha be acc ab e he ge e a ee i g.

The b a d f di ec ha c e e e di ec i c di g f i de e de di ec . The b a d f di ec ha ha e e chai a d he ge e a ee i g ha decide he he h e he f ice chai b a di a e i a he ge e a ee i g. (The efe e ce ice chai he ei a d he eaf e i hi hi A ic e f A cia i i a icab e ci c a ce he e i ( ) f ice chai (ice chai) i e i he C a .)

The chai a d ice chai (ice chai) f he b a d f di ec ha be e ec ed a d e ed b e ha e ha f f a he di ec . The chai a d ice chai (ice chai) f he b a d ha e e a e f h ee ea a d be e-e ec ed he e i f hei e .

The b a d f di ec e e ci e he f i g f c i a d e :

(1) be e b e f he c e i g f ge e a ee i g a d e i k he ge e a ee i g ;

(2) i e e e i f he ge e a ee i g ;

(3) decide he C a ' b i e a a d i e e a ;

(4) f a e he a a fi a cia b dge a d fi a acc f he C a ;

(5) f a e he C a ' fi di ib i a a d a a ki g ;

(6) f a e f a f he C a i c ea e dec ea e f i egi e ed ca i a i e c a e b d he e i ie a d i i g he e f;

(7) f a e a f ge di i di i a d a e a i f c a e f f he C a ;

(8) f a e a f he C a ' b a ia ac i i i a d cha e f ha e f he C a ;

(9) i hi he c e a h i ed b he ge e a ee i g, decide, a g he he C a ' e e a i e a cha e a d a e f a e i f e i ie he c a ' a e e e e a g a a ee ea h age e e e ed a a ac i ;

(10) decide e ab i h e f i e a age e ga i a i f he C a ;

(11) de e i e he e f he ecia i ed c i ee de he b a d f di ec a i di he chai f ch c i ee ;

(12) a i di i ge e a age a d ec e a he b a d f di ec i acc da ce i h he i a i b ge e a age , a i di de ge e a age a d chief acc a a d decide hei e e a i ;

(13) f a e he ba ic a age e f he C a ;

(14) f a e a a d hi A ic e f A cia i ;

(15) f a e he ck i i ce i e a f he C a ;

(16) age i f i di c e f he C a ;

(17) e he b a d f di ec he a i e ace e f he acc i g fi hich ide a di e ice he C a ;

(18) i e k e f he ge e a age a d e ie hi he k;

(19) a i e ace he di ec e i (he ha he e ee e e a i e di ec e i) i he C a ' h ed b dia ie i a e ca dida e di ec e i (he ha he e ee e e a i e di ec e i) i he c ida ed b dia ie a d a cia e f he C a ; a d ec d ca dida e f e i age e i h ed b dia ie a d c ida ed b dia ie ;

(20) e ie a d a e he e he C a ' e e a a a ee hich a e c e ed b A ic e 64 f e ie a d c de a i a a ge e a ee i g;

(21) he e a h i ed b he a ad i a i e eg a i a d de a e i i g e f he i i g ace he e he C a ' ha e a e i ed, hi A ic e f A cia i a d he ge e a ee i g

(22) i de e i i g he b a ia e a i a a d age i e f he C a , he b a d f di ec a d age ea ha fi eek i i f he Pa C ee f he C a . The b a ia e a i a a d age i e f he C a i c de b i ed :

a. De e e a egie a d edi e a d g- e de e a f he C a ;

b. he b e a a d e a i a ;

c. i ci a a d di ec i a i e e a i g fi a cia e c i g, a e a fe , ca i a e a i a d b a ia i e ;

d. he e ge , di i , cha ge f c a d di i f he C a ;

e. i e e a i g he e e a i , e f a ce a ai a d e i f he e i age ea

f. b a ia a d i ci a i e e a i g he i e e f he e ee a d eed be b gh he ab i ;

g. b a ia a d i ci a a a ge e e a i g he C a ' i ica e bi i a d cia e bi i , ch a e e g ifica a e i d c i a d abi i ai e a ce;

h. b a ia a d i ci a i e hich eed be e ed he e e a g e a d e i a h i ie a d

i. he i e hich eed he i e a d de e a i he Pa C ee.

The ab e e a hi i e e ci ed b he b a d di ec a a ac i a a ge he C a hich ha be e ie ed b a ge e a ee i g acc di g i i g e ha be b ed he ge e a ee i g f e ie .

E ce f he b a d e i i i e ec he e ecified i a ag a h (6), (7) a d (14) hich ha be a ed b e ha - hi d he di ec he b a d e i i i e ec a he e be a ed b e ha e ha f he di ec

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The b a d di ec ha f a e he e ced e f ee i g he b a d di ec e e i e a i he e i he ge e a ee i g, i e he efficie c k a d e e cie ific deci - aki g. The e ced e f he b a d di ec i a e he h di g a d i g ced e he b a d di ec a d ha be a e ded he A ic e A cia i . I ha be f a ed b he b a d di ec a d a ed b he ge e a ee i g.

The b a d di ec e ecia i ed c ee ch a he S a egic C ee, A di C ee, Re e a i a d N a i C ee ad i e he b a d di ec deci

Each ecia i ed c ee i e b e he b a d di ec a d i be a e c ed di ec A g hich, he i be i he A di C ee a d Re e a i a d N a i C ee ha be i de e de di ec A ea e be he A di C ee ha be a i de e de di ec i h he e a ifica i a e i ed b he b a d i i g e a ia e acc i g e a ed fi a cia age e e i e. The b a d di ec a e addi i a ecia i ed c ee adj he e i i g c ee if ece a . The b a d di ec ha e a a e f a e he c e e bi i ie a d e ced e f each ecia i ed c ee

I ca e he e he e ec ed a e fi ed a e ed f di a b he b a d di ec he agg ega ed i h a e fi ed a e di ed i hi f h bef e he ed di a e ceed 33% he fi ed a e a e e i he a e ba a ce hee c de ed b he ge e a ee i g he b a d di ec ha di e c e di e ch fi ed a e i h i a a b he ge e a ee i g.

The e fi ed a e di a – efe ed i hi A ic e efe (a g he hi g) a e i g ce ai i e e i a e b i c di g i g a a ee b a fi ed a e

The a idi f a ac i ega di g fi ed a e di a b he C a ha be affec ed d e a b each he fi a ag a h hi A ic e.

The chai an f he b a d ha e e ci e he f i g f c i a d e :

(1) e de e ge e a ee i g a d c e e a d e de e ee i g f he b a d f di ec ;

(2) a d check he i e e a i f e i f he b a d f di ec ;

(3) g ha e ce ifica e b d ce ifica e a d he e i ie i ed b he C a ;

(4) ga i e he f a i f a i e a d c di a e e a i f he b a d f di ec ;

(5) g i a d e f he b a d f di ec a d ega bi di g d e beha f he C a ;

(6) e e ci e he e a d f c i a he ega e e a i e;

(7) i a e ca dida e f ec e a he b a d f di ec e be a d chai an f he ecia i ed c i ee de he b a d f di ec ;

(8) i e eg a i a k e f he c a ' e i age e , a d ide g ida ce i i i e e a i f he e i f he b a d f di ec ;

(9) i ca e f e e ge c f ca a hic a a di a e a d he f ce aje e, e e ci e he ecia igh f di a e he C a ' affai ha a e i i e i h he e i e e f a a d i e e f he C a , a d e he b a d f di ec a d he ge e a ee i g af e a d;

(10) ac he a f e f he b a d f di ec i hi he an da e f he b a d f di ec he he b a d f di ec i i e ; a d

(11) he f c i a d e a h i ed b he a ad i i a i e eg a i de a e a e , hi A ic e f A cia i a d he b a d f di ec .

The ice chai an ha a he chai an f he b a d f di ec i k. Whe he chai an i ab e d e ca hi d ie he ha be ca ied b he ice chai an (if he C a ha e ice chai e , he he d ie ha be ca ied b he ice chai an i a ed b e ha e ha f he di ec). If he ice chai an i ab e d e ca hi d ie e ha e ha f he di ec ha i a e a di ec ca he d ie .

The b a d ee i g i c de eg a ee i g a d e a di a ee i g .

Reg a ee i g f he b a d f di ec ha be he d a ea ice a ea . Mee i g f he b a d f di ec ha be c e ed b he chai an f he b a d b gi i g a ice a di ec a d e i e da bef e he ee i g i he d.

The Pa C ee, chai , a ha eh de h di g e ha e e h G0.0252 84.5128 29.6igh e h G0.02

Unless otherwise provided in the articles, the resolutions of the board of directors shall be passed by more than half of all the directors.

As for the voting at board meetings, each director shall have one vote. When the number of votes cast for and against a resolution is equal, the chairman of the board of directors shall have a casting vote.

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The directors shall attend board meetings in person. If a director is unable to attend for any reason, he may appoint another director in writing to attend on his behalf. The authorization letter shall state the name of the proxy, the matters entrusted, the scope of authority and the validity period. It shall be signed or sealed by the principal.

The appointed director who attends the meeting shall exercise the director's duties within the authorized scope. If a director does not attend a board meeting and does not appoint a representative to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.

When a director is connected to companies which is the subject of a resolution to be decided at a board meeting, the connected director shall not vote on that resolution, and shall not vote on behalf of other directors. That director's meeting can be held if more than half of the independent directors attended. Resolutions made by the board meeting shall be passed by more than half of the independent directors. If less than three independent directors attended the board meeting, the matter shall be submitted to the general meeting for consideration.

The board meeting shall vote by way of disclosed ballot.

Provided that the directors can fully express their opinions, provisional board meetings or such meetings can be held by means of devices such as telephone, fax, or other means of communication and resolutions so voted can be passed therefor which shall be signed by the directors who attended the meeting.

The board of directors shall keep minutes of resolutions on the matters discussed at the meeting. The directors who attended the meeting and the recorder shall sign the minutes of that meeting.

The directors shall be responsible for the decisions of the board of directors. Where a resolution of the board of directors is in violation of the laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he expressed his opposition to such resolution at the vote, and that such opposition was recorded in the minutes of the meeting, the director shall be relieved from such liability.

The minutes of board meetings shall be kept as a company file for a period of not less than 10 years.

The _ i e f he B a d ha c f he f i g:

(1) da e a d e e f he _ ee i g a d he a _ f he c e e ;

(2) he a _ f he Di ec e a d a _ f Di ec (a e) bei g a i ed a e d he he ' beha f;

(3) he age da;

(4) he _ ai i f Di ec eeche ;

(5) he i g _ h d f each e i a d he e (he e ha ecif he _ be f e f , agai a d ab ai i g).

The e e ea ab i ed b di ec f a e di g he _ ee i g f B a d ha be b e b he C _ a . S ch e e i c de he - ca a fee f _ he di ec ' ca i he _ ee i g e e (a _ i g he di ec e de a a ca i he ha he e he _ ee i g e e ca e) a d he acc _ da i d i g he _ ee i g.

The C _ a ha ha e e (1) b a d ec e a . The Sec e a ha be a e i _ age _ _ be f he C _ a .

The ec e a he b a d f di ec ha be a a e i h he e i e fe a k edge a d e e ie ce a d ha be a i ed b he b a d f di ec .

The i _ e bi i ie f he ec e a f he b a d i c de:

(1) a he dai k e a i f he b a d, c i ide he b a d i h he e a i i c a e e a i de he a , eg a i icie a d e i e _ f d _ e ic a d f eig eg a age cie a d e e he b a d c _ ehe d ch i a d a he di ec a d ge e a _ age e f _ d de d _ e ic a d f eig a , eg a i he A ic e f A cia i a d a he e e a i ;

(2) ga i e b a d _ ee i g a d ha eh de ge e a _ ee i g, e a e he e e a d _ a i , e a e he _ ee i g _ e e e he _ ee i g' deci - aki g ce e i ie i h a ced e a d be f a a e f he i _ e _ a i f he b a d' e i ;

(3) be e b e f a a ge _ a d c di a i f i f _ ai di c e iai e i h i e a d e ha ce he a a e c f he C _ a ' k e a i ;

(4) a ici a e i he a a ge e f ca i a ke fi a ci g;

(5) iai e i h i e edia e age cie eg a a h i ie a d edia, a d ai ai g d b ic e a i a d

(6) fi fi he a k a g ed b he B a d f di ec a e a he chai .

The c e f e bi i ie f he ec e a he b a d i c de

(1) ga i e he ee i g f he B a d a d he ee i g f he Sha eh de e a e e e a d a i e a e ee i g e e he aca ac f he ee i g e kee he ee i g d i c di g he ee i g e a d ake he i i ia i e fi c ehe d he i e a i f he e a ed e i e he B a d i h gge i i a i e

(2) e e he b a d' deci i aki g aj i e i ic acc da ce i h he e c ibed ced e ga i e a d a ici a e i he di ee i g e he e e f he b a d, ake gge i e a ed i e a d fi fi i e k e he e e f he b a d e a ed c i ee f he b a d.

(3) a he c ac e be ee he C a a d he ea i ie eg a a h i ie ake he

(9) c o di a e , ide i f ma i he C pa 's b a d f e i a d he eg a age cie eeded f e f ma ce f hei e i fi c i a d a he i e iga i e e a he C pa 's chief acc a , di ec a d ge e a ma age fi fi ma f fid cia .

(10) e f m ch he fi c i a d e a g ed b he B a d f Di ec a d he fi c i e i ed b he a i he i i g ace f he C pa ck e cha ge.

Di ec he e i ma age me me be (e ce he chief acc ge e a ma age f he C pa) ma c c e ac a he ec e a he b a d f di ec N acc a ( ) f he acc i g fi ma ha i i ed b he C pa ma c c e ac a ec e a he b a d f di ec

P ided ha he e he ffice f he ec e a he b a d i he d c c e b a di ec , a d a ac i e i ed be made b a di ec a d he ec e a he b a d e a a e , he e h c c e h d he ffice f di ec a d ec e a he b a d ha e f m he ac i d a ca aci .

The C pa 's di ec , ge e a ma age a d e a ed de a me ha , he ec e a he b a d e f m hi he d ie i e f i i i a e , aff de me , fi di g e c. if e i ed. A e e a de a me f he C pa ha ac i e c e a e i h he ec e a he b a d.

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The C pa ha ha e e ma age me ea h de he ee i g f he b a d f di ec i e me he deci f he b a d f di ec a d e i e he C pa 's dai k e a i Re bi i e ha be i hi he ma age me ea m

The C pa ha ha e e ge e a ma age a d e e a de ge e a ma age a he ge e a ma age a d e chief acc a . The ge e a ma age , de ge e a ma age a d chief acc a ha be hi ed a d di i ed b he b a d f di ec

The e m f ffice f he ge e a ma age ha be h ee ea a d ha be e igib e ffe hi e f/he e f f ea i me .

The ge e a ma age ca b mi hi e g a i bef e he e i f hi e m f ffice. The ced e a d c ce i g he ge e a ma age 's e g a i ha be eg a ed b he e m me c ac be ee he ge e a ma age a d he C pa .

A di ec ma c c e ake he f ge e a ma age de ge e a ma age .

The C a ’ ge e a age ha be acc ab e he B a d f Di ec a d ha e e ci e he f i g f c i a d e :

(1) ead he C a ’ d c i , e a i a d age , a d e he b a d f di ec ;

(2) ga i e e ce ca he B a d’ e i ;

(3) ga i e he i e a i f he C a ’ a a b e , a a d i e , a f a ed b he b a d f di ec ;

(4) d af a f he e ab i f he C a ’ i e a age i c e;

(5) d af he ba c age e f he C a ;

(6) f a e de ai ed e a d eg a i f he C a ;

(7) e he a i di a f he C a ’ de ge e a age ( ) a d chief acc a he B a d;

(8) a i di he age be he ha h e e i ed be a ed di ed b he B a d;

(9) e e ci e he e c fe ed b he A ic e f A cia i he b a d f di ec .

I de e i g he b a ia e a i a a d age i e f he C a , he age ea f he C a ha fi eek i i f he Pa C i ee f he C a .

The C a ’ ge e a age ha a e d he ee i g f he b a d f di ec . A -di ec age ha ha e he igh e a ch ee i g.

The ge e a age ha f a e he de ai ed ki g e f he ge e a age , hich ha be b i he b a d f di ec f a a .

The ki g e f he ge e a age i c de he f i g:

(1) c di i , ced e a d he be f a ici a f c e i g age ee i g;

(2) e ec i e d ie a d di i f ab a g ge e a age a d he e i age ;

(3) i f a h i i g c a fi d a d a e a e he g i g f g ifica c ac ge he i h he e i g e he b a d f di ec a d he b a d f e i ;

(4) he e c de ed ece a b he b a d f di ec .

In the exercise of his/her functions and duties, the manager shall bear the duties of good faith and due diligence in accordance with the laws, administrative regulations and the Company's Articles of Association.

The term of office of a supervisor shall be 3 years, renewable upon re-election and re-appointment.

A director, manager and other senior management can not concurrently hold a post as supervisor.

When a supervisor's term of office expires while a new supervisor is not yet appointed, or the supervisor resigns during his term of office, leading to the number of members of the board of supervisors falling below the quorum requirements, and before the newly appointed supervisor takes up his appointment, the original supervisor shall continue to perform his duties according to the laws, administrative regulations and this Articles of Association.

A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete.

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A supervisor can be present at a board of directors' meeting. He/she can ask questions or make suggestions concerning proposed resolutions at the meeting.

A supervisor shall not make use of his associated relationship to injure the Company's interests, and any losses thus caused to the Company, he/she shall bear the responsibility of compensation.

A supervisor shall faithfully perform his supervisory duties in accordance with the laws, administrative regulations and the Company's Articles of Association.

If a supervisor contravenes the laws, administrative regulations, departmental regulations or this Articles of Association while performing his duties and causing losses to the Company, he/she shall bear the responsibility of compensation.

The Co□pa□□ □ha□□ e□tab□i□h a boa□d of □□pe□vi□o□□.

The boa□d of □□pe□vi□o□□ □ha□□ be co□po□ed of th□ee (3) □e□□o□□, o□e of □ho□ □ha□□ be the chai□□a□ of the boa□d of □□pe□vi□o□□.

The appoi□t□e□t a□d di□□i□□a□ of the chai□□a□ of the boa□d of □□pe□vi□o□□ □ha□□ be pa□□ed b□ a□ □ea□t t□o-thi□d□ (i□c□□di□g t□o-thi□d□) of it□ □e□be□□.

The boa□d of □□pe□vi□o□□ □ha□□ co□p□i□e of □ha□eho□de□□' □ep□e□e□tative□ □□pe□vi□o□□ a□d e□p□o□ee □ep□e□e□tative□ □□pe□vi□o□□. The □ha□eho□de□□' □ep□e□e□tative□ □□pe□vi□o□□ □ha□□ be e□ected a□d □e□oved b□ the ge□e□a□ □eeti□g, a□d the e□p□o□ee □ep□e□e□tative □□pe□vi□o□□ □ha□□ be □o□e□□ tha□ o□e thi□d of the □e□be□□hip, a□d de□oc□atica□□□ e□ected a□d □e□oved b□ the Co□pa□□'□ e□p□o□ee□.

The boa□d of □□pe□vi□o□□ □ha□□ be acco□□tab□e to the ge□e□a□ □eeti□g a□d e□e□ci□e the fo□□o□i□g f□□ctio□□ a□d po□e□□ acco□di□g to the □a□:

1. e□a□i□e the Co□pa□□'□ fi□a□cia□ affai□□;

2. □□pe□vi□e the di□ecto□□ a□d □e□io□ □a□age□e□t d□□i□g thei□ pe□fo□□a□ce of d□tie□ to the Co□pa□□, a□d ad□i□e o□ the di□□i□□a□ of di□ecto□□ o□ □e□io□ □a□age□e□t, □ho co□□t□a□e□e the □a□, ad□i□i□t□ative □eg□□atio□□, thi□ A□tic□e□ of A□□ociatio□ o□ □e□o□□tio□□ of ge□e□a□ □eeti□g□;

3. de□a□d □ectificatio□ f□o□ di□ecto□□ a□d a□□ othe□ □e□io□ □a□age□e□t □e□be□□ □he□ the act□ of □□ch pe□□o□□ a□e ha□□f□□ to the Co□pa□□'□ i□te□e□t;

4. □e□if□ fi□a□cia□ i□fo□□atio□ □□ch a□ fi□a□cia□ □epo□t□, b□□i□e□□ □epo□t□ a□d p□ofit di□t□ib□tio□ p□a□□, etc. to be □□b□itted b□ the Boa□d to the ge□e□a□ □eeti□g□ a□d, □ho□□d a□□ q□e□tio□□ a□i□e, to e□gage, i□ the □a□e of the Co□pa□□, ce□tified p□b□ic acco□□ta□t□ a□d p□acti□i□g a□dito□□ to co□d□ct a □e-e□a□i□atio□;

5. p□opo□e co□□e□i□g of e□t□ao□di□a□□ ge□e□a□ □eeti□g a□d to co□□e□e a□d p□e□ide o□e□ the ge□e□a□ □eeti□g□ □he□ the Boa□d fai□□ to pe□fo□□ □□ch d□tie□;

6. □□b□it p□opo□a□□ to the ge□e□a□ □eeti□g□;

7. p□opo□e co□□e□i□g of e□t□ao□di□a□□ □eeti□g of boa□d of di□ecto□□;

8. □ai□e □□ch □ega□ actio□ agai□□t di□ecto□□ a□d □e□io□ □a□age□e□t i□ acco□da□ce □ith the Co□pa□□ La□ of Peop□e'□ Rep□b□ic of Chi□a;

9. c d c i e iga i , di e f ab i i he b e e a i a d e gage fe a fi ch a acc i g fi a d a fi a i k he e ece a . The c ha be b e b he C a ;

10. a he d ie a e c ibed b he A ic e f A cia i f he C a .

The ee i g f a b a d f e i ha be he d a ea ce e e (6) h hich ha be c e ed a d e ide e b he chai . A e i c e ea e a di a ee i g f he b a d f e i

Whe e he chai f he e i b a d i i ca ab e f e f i g fai e f hi he d ie a e i e ec ed b e ha ha f f he e i ha c e e a d e ide e he e i b a d ee i g.

The b a d f e i ha f a e he ki g e f he b a d f e i i de e e ki g efficie c a d he aki g f cie ific deci i The c e i g e h d a d i g ced e i a ed i he ki g e f he b a d f e i ha be d af ed b he b a d f e i a d a ed b he ge e a ee i g.

A ee i g f he e i b a d ha be c d c ed e i i a e ded b e ha -hi d f he e i V i g a he ee i g e i b a d ha be ca ied b a d each e i ha ha e e e. A e i ha a e d ee i g f he e i b a d i e , a i i i i g a he e i a e d he ee i g hi he beha f d e hi he ab e ce. The e e f a h i a i ha ecif he e e f a h i a i .

Re i a he ee i g f he b a d f e i ha be a ed b e ha -hi d f he e i e

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The di ed i e ha be ec d i he i e f he ee i g f he b a d f e i S e i a e di g he ee i g ha g he i e f ee i g

S e i a e e i ed e e ha a e a a i f hei c e ade a he ee i g be ed i he i e Mi e f ee i g f he b a d f e i ha be ai ai ed a c a e a chi e f a ea 10 ea

A ice f he ee i g f b a d f e i a e i ha be gi e 10 da i he c e i g f ee i g i i i g.

A ice a b a d f e . i _ee i g ha i c de he f i g c e

(1) da e, . e e, a d d a i f he _ee i g;

(2) ea a d i e f di ;

(3) da e f i a ce f ice.

The ea ab e e e i ed b he b a d f e . i i he e gage _e f fe a ch a a e ce ified b ic acc a ac ici g a di e c., e f _ i (hi) d ie ha be b e b he C _ a .

The ea ab e e e i ed b a e . i f a e di g _ee i g f b a d f e . i , a d ch e e i c de he - ca a feel f _ he ca i f he e . i he _ee i g e e (if a he ca i f he e de ce f ch e . i) a d he acc _ da i a d _ea e e d i g ch _ee i g

A e _ e ea Di ec , e . i , ge e a _ age a he e i _ age _e _e be f he C _ a if a f he f i g ci _ a ce a ie

1. a e i h ca aci i h e ic ed ca aci f ci i ac

2. a e h ha c _ i ed a ffe ce f c i , b ibe , i f i ge _e f e , _ i a ia i f e ab agi g he cia ec _ ic de a d ha bee i hed beca e f c _ i i g ch ffe ce; h ha bee de i ed f hi , i ica igh i each ca he e e ha fi e (5) ea ha e e a ed ce he da e f he c _ e i f i _ e _e a i f ch i h _e de i a i ;

3. a e h i a f _e di ec , fac _ age ge e a _ age f a c _ a e e i hich ha e e ed i i . e i ida i a d he i e a iab e f he i . e c f ch c _ a e e i e, he e e ha h ee (3) ea ha e e a ed ce he da e he c _ e i f he i . e c a d i ida i f he c _ a e e i e;

4. a e h i a f _e ega e e a i e f a c _ a e e i e hich had i b e ice e e. ked d e a . i a i f he a a d h i ed e a iab i , he e e ha h ee (3) ea ha e a ed ce he da e f he e. ca i f he b e ice e;

5. a e h ha a e a i e a ge a _ f deb d e a d a di g;

6. a e o hi i de c i a i e iga i ea i b a j dicia ga i a i f i a i f he c i a a he e aid i e iga i ea i i e c c ded;

7. a e o hi i hibi ed e e he ea i ie ake b he CSRC a d he af e aid hibi i e i d ha e e i ed;

8. a e c ic ed f he c a e i f i f e e a ea i ie eg a i b a e e a c e e a h i , a d ch c ic i i e a fi di g ha he ha ac ed f a d e di h e , he e e ha fi e (5) ea ha e a ed ce he da e f he c ic i ;

9. - a a e ;

10. he ci a ce e ib ed b he a ad i i a i e eg a i de a e a eg a i e f ea i eg a a d e cha ge( ) i he e i he e he C a ' ha e a e i ed.

The a idi f a ac f a di ec e i ffice beha f he C a a d a i -a- i b a fide hi d a ha be affec ed b a i eg a i i hi a e ffice, e ec i a defec i hi a ifica i .

I addi i he b iga i i ed b a ad i i a i e eg a i i i g e f he ea i ie e cha ge( ) hich ha e f he C a a e i ed, he C a ' di ec , e i , a age a d he e i a age e , e a d each Sha eh de , i he e e ci e f he f c i a d e f he C a e ed he

1. ca e he C a e ceed he c e f b e i a ed i i b e ice ce;

2. ac h e i he be i e e f he C a ;

3. e ia e i a g i e he C a ' , e , i c di g (i h i a i) a i f i ie ad a age he C a ; a d

4. de i e he ha eh de f hei i di id a igh i e e , i c di g (i h i a i) igh di ib i a d i g igh , a e a a e c i g f he C a b ed Sha eh de f a a i acc da ce i h hi A ic e f A cia i .

Each f he C a ' Di ec , e i , ge e a age a d he e i a age e be e a d , i he e e ci e f hi e a d di cha ge f hi d ie , e e ci e he ca e, di ige ce a d ki ha a ea ab de e d e e ci e i c a ab e ci a ce

The C a 's direc , e i a d e i age , i he e e ci e f hei d ie , abide b he i ci e f g d fai h a d ha ace he e i a i he e he e i a c f ic be ee hei e a i e e a d hei d ie . Thi i ci e i c de (b i i ed) he f fi e f he f i g b iga i :

1. ac h e i he be i e e f he C a ;

2. e e ci e e i hi he c e f hei f c i a d e a d e ceed ch e ;

3. e a e e ci e he di c e i e ed i hi /he , a hi /he f be i a ed b a he e a d, de ega e he e e ci e f hi di c e i a he a e e i ed b he a a d ad i i a i e eg a i i h he i f ed c e f he ge e a ee i g;

4. ea Sha eh de f he a e c a e a a d ea Sha eh de f diffe e c a e fai ;

5. c c de a c ac e e i a a ac i a a ge i h he C a e ce a he i e ided i hi A ic e f A cia i f he C a i h he i f ed c e f he ge e a ee i g;

6. e he C a , e f hi be efi i a a i h he i f ed c e f he ge e a ee i g;

7. e hi i acce b ibe he i ega i c i a , ia e he C a 's f d e ia e he C a 's e b a ea i c di g (i h i a i) i ie ad a age he C a ;

8. acce c i i c ec i i h C a 's a ac i i h he i f ed c e f he ge e a ee i g;

9. abide b he A ic e f A cia i f he C a , e f hi d ie fai hf , a d ec he i e e f he C a a d e hi i a d e i he C a ad a ce hi i a e i e e ;

10. eek f hi e f/he e f he he b e igi a be g he C a , e a e f hi e f he b e ia he C a 's a d c e e i h he C a i a a i h he i f ed c e f he ge e a ee i g;

11. ia e C a f d de he C a f d a e i a acc de hi he 's a e a d

12. , i i a i f he i f hi A ic e f A cia i , e d f d a he e ide e i f he C a 's ha eh de he e i h a , e ie f he C a , i h he c e f he ge e a ee i g b a d f di ec ;

13. ha he i e e f he C a h gh e f hi c ec ed e a i hi ;

14. di c fide ia i f i e a i g he C a ha a a i ed b hi he d i g hi he ffice i h he i f ed c e f he ge e a e i g, a d ch i f i e ce i he i e e he C a ; h e e , ch i f i be di ed he c he g e a h i ie i a f he f i g ci c a ce

(1) ided b a ;

(2) e i ed i he b ic i e e ;

(3) e i ed i he i e e f ch di ec , e i e i ffice f he C a .

Each Di ec , e i , ge e a age he e i age e f he C a ha ca e he f i g e i i (–) d ha he i hibi ed f d i g:

1. he e i chi d f ch di ec , e i e i age e f he C a ;

2. he ee f a di ec , e i e i age e f he C a f a e efe ed i I e (1) he e f;

3. he a e f a di ec , e i e i age e f he C a f a e efe ed i I e (1) a d (2) he e f;

4. he c a e hich a di ec , e i e i age e f he C a , a e j i h a e efe ed i I e (1), (2) a d (3) he e f a he di ec , e i e i age e f he C a , ha ac a c ; a d

5. he di ec , e i e i ffice f a c a bei g c ed a efe ed i I e (4) he e f.

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The fid cia d ie f he Di ec , e i , ge e a age a d he e i age e be f he C a d ece a i cea i h he e a i f hei e e. The d f c fide ce i e a i ade ec e f he C a i e he e a i f hei e e. O he d ie c i e f ch e i d a fai e e i e de e di g he i e a be ee he e a i f e e a d he c e ce f he e e c ce ed a d he ci c a ce de hich he e a i hi be ee he a d he C a a e e a ed.

E ce f ci c a ce e c ibed i A ic e 60 f he A ic e f A cia i , a Di ec , e i , ge e a age a d he e i age e be f he C a be e ie ed f iabi i f ecific b eache f hi d b he i f ed c e f Sha eh de gi e a a ge e a e i g.

Whe e a Di ec , e i , ge e a age a d he i age be f he C a i i a a , di ec i di ec , e ia i e ed i a c ac , a ac i a a ge , ed c ac , a ac i a a ge i h he C a , (he ha i he e ice c ac i h he C a), he ha di c e he a e a d e e f hi i e e he B a d a he ea ie , i , he he he c ac , a ac i a a ge , a he e f i he i e bjec he a a f he B a d.

A di ec ha e f a c ac , a ac i a a ge i hich he/ he hi e f/he e f a f hi /he a cia e ha a e ia i e e , ch di ec ha be i c ded i he a e i g.

U e he i e ed di ec , e i e i age f he C a ha di c ed ch i e e he b a d f di ec a e i ed de he ecedi g a ag a h he e f a d he e ha bee a ed b he b a d f di ec a a e i g he e he/ he a c ed i he a d had ef ai ed f i g, he C a ha ha e he igh id he c ac , a ac i a a ge , e ce he he a i a b a fide a ac i g i h k edge f he b each f b iga i b he di ec , e i e i age c ce ed.

A di ec , e i e i age f he C a ha be dee ed ha e a i e e i a c ac , a ac i a a ge i hich a C ec ed Pe f ha di ec , e i e i ffice ha a i e e .

Whe e a di ec , e i e i ffice f he C a gi e a i e ice he b a d f di ec bef e he c c i f he c ac , a ac i a a ge i fi c de ed b he C a , a i g ha d e he c e f he ice, he ha a i e e i he c ac , a ac i a a ge , ha b e be ade b he C a , ch di ec , e i e i ffice ha be dee ed f he f he ecedi g a ic e f hi cha e ha e dec a ed hi i e e , i fa a a ib ab e he c e a ed i he ice.

The C a ha i a e a a f beha f i di ec , e i e i ffice

The C a ha di ec i di ec ide a a a e i f a di ec , e i e i age f he C a f he C a ' a e c a , C ec ed Pe f he ab e- i ed e

The i f he ecedi g a ag a h ha a he f i g ci a ce

1. he i f a a a e i b he C a f a b idia f he C a ;

2. he i f a a a e i he fi d b he C a a di ec , e i e i age f he C a de a e ice c ac a ed b he ge e a e i g, a e ab e hi a he e e e i ed f he ake f he C a f he e f ce f hi C a d ie a d

3. he i f a a a i b he C a a e e a di ec , e i e i age f he C a a C ec ed Pe he e f c cia e if he di a b e c e f he C a i c de he e di g f e he i f a i .

A a ided b he C a i i a i f he ecedi g A ic e ha be i ediа e e a ab e b he eci ie f he a , ega d e f he e f he a .

A a g a a ee ided b he C a i b each f i de A ic e 189 ha be e f ceab e agai he C a , ided ha :

1. he he a i ided a C ec ed Pe f a di ec , e i e i age f he C a i a e c a , he a ide i a a e f he ci a ce; a d

2. he c a e a ided b he C a ha bee a fi d b he a ide a b a fide cha e .

F he f he ecedi g a ic e f hi cha e , he e ea i – ha i c de a ac he eb a g a a a e iabi i ide e g a a ee ea e he e f ce f b iga i b a b iga .

I addi a igh a d e edie ided b he a a d ad i a i e eg a i , he e a Di ec , e i a d he e i age f he C a i i b each f hi d ie he C a , he C a ha a igh :

1. de a d he e e a di ec , e i e i age e c e a e f he e ai ed b he C a a a c e ce f hi he de e ic i f d ;

2. e ci d a c ac a ac i c c ded b he C a i h he e e a di ec , e i e i age c ac i h a hi d a (he e ch hi d a i a a e ha be a a e ha he di ec , e i e i age e e i g he C a i i b each f hi b iga i he C a);

3. de a d he e e a di ec , e i e i age e de he gai de i ed f he b each f hi b iga i ;

4. ec e a fi d ecei ed b he e e a di ec , e i e i age ha ha ha e bee ecei ed b he C a , i c di g (b i ed) c i i ;

5. de a d he e e a di ec , e i e i age e he i e ea ed b ea ed he fi d ha ha ha e bee gi e he C a ; a d

6. ake ega , ceedi g decide ha di ec , e i e i age , d e he C a he e b ai ed a c e ce f hi b each f b iga i

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The C a ha e e i a c ac i i g i h e e di ec a d e i f he C a c ce i g hi e S ch c ac ha be a ed b he ge e a e i g bef e i i e e ed i . The ab e- i ed e ha i c de:

1. e i e ec f hi e ice a di ec , e i e i ffice f he C a ;

2. e i e ec f hi e ice a di ec , e i e i ffice f a b dia f he C a ;

3. e he i e i c ec i i h he age f he C a a b dia he e f; a d

4. fi d a c e a i f hi f ffice e i e he af e i ed di ec a d e i

A di ec e i e he C a f be efi d e hi he he ba f he ab e- i ed e e ce de a c ac a i ed ab e.

I addi i , he C a ha e e i a c ac i i g i h each di ec , e i a d e i ffice c ai i g a ea he f i g i i

(1) a de aki g b he di ec , e i e i ffice he C a ha he ha b e e a d c i h he C a La , he Reg a i hi A ic e f A cia i a d he eg a i f he H g K g E cha ge, a d a ag ee ha he C a ha ha e he e edie ided i hi A ic e f A cia i a d ha ei he he c ac hi he ffice i a g ab e;

(2) a de aki g b he di ec , e i e i ffice he C a ha he ha ac a a age f each ha eh de b e e a d c i h hi b iga i ha eh de i a ed i hi A ic e f A cia i ; a d

(3) he a bi a i c a e a e i A ic e 243 he e f.

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The c ac f e e e ed i be ee he C a a d i di ec e i h d ide ha i he e e f a ake e f he C a , he C a ' di ec a d e i ha , bjec he i a a f he ge e a e i g, ha e he igh ecei e c e a i he a f ffice e i e .

F he , f he ecedi g a ag a h, he e a ake e f he C a – ha efe a f he f i g ci a ce

1. a e ake a ge e a ffe a he ha eh de ;

2. a e ake a ge e a ffe ha he ffe becs e a c i g ha eh de a defi ed he e f.

If he e e a di ec e i fai c i h hi A ic e, a fi d ecei ed b hi ha be g h e ha ha e d hei ha e a a e f hei acce a ce f he ab e- i ed ffe , a d he e e i o ed i di ib i f ch fi d a a ba ha be b e b he e e a di ec e i a d be aid f ch fi d.

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The C a e ab i h a iabi i i a ce e a eeded f di ec e i a d e i age i de ed ce he i hich a i e f he di a e f ce f d ie b ch e e .

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The C a ha f a e i fi a cia a d acc i g e i acc da ce i h i f he a ad i a i e eg a i a d e e a a e de a

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The C a ad he ca e da ea a i fi ca ea , hich ha begi i each ea 1 Ja a a d e d 31 Dece be f he G eg ia ca e da .

The C a ha e a e fi a cia e a he e d f each fi ca ea , a d ch e ha be e a ed a d e ified acc di g a

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The b a d f di ec f he C a ha ace bef e he ha eh de a each ge e a ee i g ch fi a cia e a e e a a ad i a i e eg a i a d a i ed ga ed b he ca g e a d he a h i ie -i -cha ge e i e he C a e a e.

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The fi a cia e f he C a ha be ade a ai ab e f i ec i b ha eh de 20 da i a a a ge e a ee i g. Each ha eh de f he C a ha ha e he igh b ai a c f he fi a cia e efe ed i hi cha e .

A ea 21 da bef e he a a ge e a ee i g, he C a ha de i e he af e i ed e each h de f e ea i ed f eig ha e i h he age- aid ai he ea (i c di g h gh i g a he C a eb e he eb e de g a ed b he e e a ck e cha ge) e ed b he S ck E cha ge f he i i g f he C a ' ha e i h he add e bjec he egi e ed add e i he ha eh de egi e .

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The fi a cia a e e f he C a ha be e a ed i acc da ce i h PRC acc i g a da d a a d eg a i b a i acc da ce i h i e a i a acc i g a da d he acc i g a da d f he ace( ) de he PRC he e ha e f he C a a e i ed. If he e a e aj diffe e ce i he fi a cia a e e e a ed i acc da ce i h he e f acc i g a da d ch diffe e ce ha be a ed i e a e ded ch fi a cia a e e F , f he C a ' di ib i f af e -a fi i a gi e fi ca ea , he a e a f af e -a fi h i he ab e- i ed ki d f fi a cia a e e ha g e .

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I e i e f fi a cia i f ai , b i hed di c ed b he C a ha be e a ed i acc da ce i h PRC acc i g a da d a d eg a i a e a i e a i a a da d he acc i g a da d f he ace( ) de he PRC he e ha e f he C a a e i ed.

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The C a ha , b i h fi a cia e each fi ca ea , a a i e i fi a cia e i hi 60 da af e he e d f he fi h f he fi ca ea a d a a a fi a cia e i hi 120 da af e he e d f he fi ca ea .

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The C a ha ai ai a acc b k he ha a acc b k

The c ca i a e e e ha i c de he f i g fi d

1. he e b ai ed f he i e f ha e i e ce f he a ;

2. he e e e e i ed b he S a e C ci ' de a i cha ge f fi a ce be i c ded i he ca i a c e e e.

Whe e a c a di ib e i af e -a fi f he c e ea , i ha d a 10 e ce f he fi a he C a ' a c e e e. The C a d a i g if he acc a i e ba a ce f he c e e e ha a ead acc ed f e 50 e ce f he C a ' egi e ed ca i a .

If he acc a i e ba a ce f he C a ' a c e e e i e gh ake f he e f he C a f he e i ea , he c e ea ' fi ha fi be ed f aki g he e bef e he a c e e e i d a he ef acc di g he i f he ecedi g a ag a h.

Af e he C a d a he a c e e e f he af e -a fi i a , a e i ade b he ge e a ee i g, d a a di c e i a c e e e f he af e -a fi

Af e he ha e bee ade , a d c e e e ha e bee d a , he e ai i g fi ha be di ib ed i igh f he i f ha e he d b ha eh de , e i i i e i ed i he A ic e f A cia i di ib e fi acc di g he i f ha e he d b ha eh de

If he ha eh de e i g di ib e he fi b i a i g he i i f he ecedi g a ag a h bef e he e a e ade , a d he a c e e a e d a , he fi di ib ed be efi ded he C a .

N fi ha be di ib ed i e ec f he Sha e f he C a hich a e he d b he C a .

The e e e f he C a i ed ake , he C a ' i c ea e he d c i e a i f he C a i c ea e he C a ' ca i a . H e e , ca i a e e e ha be ed ake he C a '

Whe ega e e e fi d a e c e ed i ca i a , he e ai i g ba a ce f ha e e e fi d ha be e ha 25% f he egi e ed ca i a f he C a bef e he c e .

The C a di ib e di ide d i e f he f i g f (i b h f):

1. ca h;

2. ha e

A f ca h di ide d a d he a d e ic ha eh de , he C a ha a i RMB, a d ch a f eig ha eh de i be RMB-de i a ed a d dec a ed a d aid i f eig e c . The C a i , acc di g a i a i f eig e cha ge age , dea i h f eig e c e f ca h di ide d a d he a f eig ha eh de

U e he i e, ided b he e e a a a d eg a i , f he a f ca h di ide d a d he a i f eig e c , he e cha ge a e ha a he a e age c g ice a ced he Pe e' Ba k f Chi a e ca e da eek bef e he dec a a i da e f ch ca h di ide d a d he a

Tha a a aid i ad a ce f ca a ha e f he C a ca i e e b ha e i e he h de f he ha e a ici a e i e ec he e f i a di ide d b e e dec a ed.

The C a ha a i a ecei i g age f h de f e ea i ed f eig ha e c ec beha f he e e a ha eh de he di ide d di ib ed a d he fi d a ab e i e ec f e ea i ed ha e

The ecei i g age a i ed b he C a ha ee he e i e f he a f he ace( ), he e e a eg a i f he ec i ie e cha ge( ), he e he C a ' ha e a e i ed.

The ecei i g age a ed b he C a f e ea ha eh de f i ed f eig ha e i ed he E cha ge ha be a c a egi e ed a de he T ee O di a ce f H g K g.

U de he e i i a e e a PRC a a d eg a i he C a e e ci e he igh f fei c ai ed di ide d b ha e ha be e e ci ed i af e he e i a i f he a icab e i a i e i d f he dec a a i f di ide d di ib i .

Whe e e i ake b he C a cea e e di g di ide d a a b , if ch a a ha e bee ef ca hed, i i be e e ci ed i ch a a ha e bee ef ca hed c e i e cca i H e e , ch e be e e ci ed af e he fi cca i hich ch a a a i e ed de i e ed.

Whe e e i ake b he C a , a i h , e ea de e i ed b he b a d f di ec , e he e ea i ed f eig ha e f a ha eh de h i aceab e i i be e e ci ed e

(1) di ide d he e a ed Sha e ha e bee de i e ed a ea 3 i e i hi 12 ea a d ha e bee c ai ed; a d

(2) he C a ace ad e i e i e e e a e f he C a i i g ca i af e he 12 ea ha e e a ed, a i g i i e i e he Sha e a d i f i g he S ck E cha ge f ch i e i .

Af e he ge e a e i g ha e ed he a a ca e fi he b a d f di ec ha c e e he di ib i f di ide d (b ha e) i hi 2 h f he e i g.

The C a i gi e fi c de a i he i e e f ha eh de a d ake he i e e a i f a ea ab e fi di ib i ic acc di g b e a i a d ake e i e . The C a ' fi di ib i ic ha he g ea e e e ai c i i a d abi i , a d gi e i i ca h di ide d i h he ecific fi ha i g a i be a ed i h a e i acc da ce i h e e a a a d eg a i a he ge e a e i g.

The C a ha e a i de e de acc i g fi ha c ie i h e e a a e eg a i a di he a a a d he fi a cia e f he C a , a d ide e ice ch a acc i g a e e , e a e e a d e e a c a i .

The fi acc i g fi f he C a be e ed b he i a g a e i g, i he fi a a ge e a e i g. S ch acc i g fi ha h d ffice i he c c f he fi a a ge e a e i g.

If he C a ' e ab i h e e i g d e e ci e i e de he ecedi g a ag a h, he b a d f di ec ha e e ci e ch e .

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The e ... f e ... ... f a acc ... i g fi ... ed b he C ... a ha ... a f ... he e d ... f he a ... a ge e a ... e i g ... i he e d ... f he e ... a ... a ge e a ... e i g.

A acc ... i g fi ... ed b he C ... a ha ha e he f ... i g igh :

1. he igh ... f acce ... a a i ... he acc ... b ... k ecd ... che ... f he C ... a a d he igh ... e ... i e di ec ... a d ... he ... e i ... age ... f he C ... a ... ide he e e a i f ... a i ... a d e ... a a i ... ;

2. he igh ... e ... i e he C ... a ... ake a ... ea ... ab e ... ea ... e ... b ai f ... i ... b ... dia ie he i f ... a i ... a d e ... a a i ... ece ... a f ... he acc ... i g fi ... e f ... i ... d ie ;

3. he igh ... a e d ge e a ... e i g ... ecei e a ... ice ... he i f ... a i ... c ... ce i g a ... e i g ... hich ... ha eh ... de ... ha e a igh ... ecei e, a d ... be hea d a a ge e a ... e i g ... a ... e ... hich e a e ... i a ... he acc ... i g fi ... f he C ... a .

If he ... i ... f acc ... i g fi ... bec ... e ... aca , he b ... a d ... f di ec ... a ... a acc ... i g fi ... fi ... ch aca c bef ... e a ge e a ... e i g i ... he d. H ... e e , if he e a e ... he acc ... i g fi ... h ... di g he ... i ... f acc ... i g fi ... f he C ... a ... hi e ... ch aca c ... i e i ... ch acc ... i g fi ... ha c ... i ... e ... ac .

The hi i g ... f he acc ... i g fi ... b he C ... a ... be de e ... ed b he ge e a ... e i g. The b ... a d ... f di ec ... ca ... hi e a acc ... i g fi ... bef ... e he deci ... b he ge e a ... e i g.

The ge e a ... e i g ... , b ... ea ... f a ... di a ... e ... i ... , di ... a acc ... i g fi ... i ... he e i a i ... f i ... e ... f e ... , ... i h ... a di g a hi g i he c ... ac be ... ee he acc ... i g fi ... a d he C ... a , b ... i h ... ej dice ... ch acc ... i g fi ... igh , if a , ... c ai ... da ... age ... f ... he C ... a i e ... ec ... f ... ch di ... a .

The e ... e a i ... f a acc ... i g fi ... ed b he b ... a d ... f di ec ... he ... a ... e he e ... e a i ... ha be de e ... ed b he b ... a d ... f di ec ... .

The e ... , di ... a ... efi ... a ... f he e e ... a ... f he e ... f a acc ... i g fi ... ha be decided ... b he ge e a ... e i g a d e ... ed ... he S a e C ... ci a h ... i ie ... i cha ge ... eq i ie ... f ... he ec ... d.

Whe e he C a i i e ded a a e i a a ge e a e i g a i a -i a be acc i g fi fi a aca c f he i f he acc i g fi di a acc i g fi bef e he e i a i f a e f ffice, ch a e ha be dea i h he f i g i

(1) Bef e he ge e a e i g ice, he a he a i di a ha be de i e ed he acc i g fi be a i ed ea e i ffice a ead e i ed i he e e a fi ca ea . Lea e he ei ha i c de di a , e g a i a d e i e f a acc i g fi

(2) If he acc i g fi ea e i ffice ake a a e i i i g a d e i e he a e be i f ed ha eh de b he C a , e bei g a e f he ecei f ch a e , he i e he C a ha ake he f i g ea e

1. Maki g i c i he ice he e i ha he ea i g acc i g fi ha ade ch a a e ; a d

2. C ie f ch a a e a he a e he ice ha be e ha eh de i h he ea e f h i hi A ic e f A cia i .

(3) P ided he C a fai ed de i e ch a e b he e e a acc i g i acc da ce i h he i i a ag a h (2) f hi a ic e, he acc i g fi ce ed e i e he a e be ead a he ge e a e i g a d ake fi he c ai

(4) The acc i g fi ea e i e i ed a e d he f i g e i g

1. he ge e a e i g a hich i e f ffice ha e i e;

2. he ge e a e i g a hich i di a ha be fi ed f he c e di g aca c ; a d

3. he ge e a e i g c e ed f i i ia i e e g a i .

The acc i g fi ea e i e i ed ecei e a ice f he i f a i e a ed he ab e e i g a d eak a he af e i ed e i g a e e a ed i a he f e acc i g fi f he C a .

Whe e he C a e a e decide c i e a i a acc i g fi i ha if he acc i g fi ad a ce. Whe e he ge e a e i g e e a i g he a i f a acc i g fi he acc i g fi e i ed e e i ie Whe e a acc i g fi e e g a i , i ha e ai he ge e a e i g he he he e a e a i e i eg a i ie i he C a .

(1) The acc i g fi e g f i h gh he ace f e g a i ice i i i g a he ega add e f he C a . S ch ice ha ake effec he da e i aced a he ega add e f he C a a a e da e a ecified i he ice. A d he ice ha i c de he f i g a e

1. ha i e g a i d e i e a a ce ha eh de c edi f he C a ;

2. a he ch ci a ce ha ha be e ed.

(2) Wi hi 14 da s f he ecei f ch ice i i i g a efe ed i a ag a h (1) f hi a ic e, he C a ha de i e a c f he ice he c e e a h i ie P ided ha he ice c ai a e a ab e i ed i a ag a h (1) 2., he C a ha e a e a d ace c ie f ch a e a he c a f i ec i b ha eh de The C a ha a de i e c ie f ch f eg g a e i h age e aid each e ea i ed f eig ha eh de b he add e egi e ed i he ha eh de egi e , de he e i e bjec a icab e a eg a i a d i i g e ch i f i a he c a eb e a e ecified b he E cha ge f he i i g ace f he C a 'ha e

(3) If he acc i g fi e g a i ice c ai a a e efe ed i a ag a h (1) 2. f hi a ic e, he acc i g fi e e he b a d f di ec c e e a e a di a ge e a e i g f ha eh de hea i e a a i he a i f i e g a i .

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The ge di i f he C a ha e i e he e a a i f a b he b a d f di ec Af e ch ha bee ad ed i acc da ce i h he ced e ecified i he A ic e f A cia i f he C a , e e a e a a i a d a a ced e ha be ca ied acc di g a Sha eh de ha ch he ge di i f he C a ha ha e he igh e i e he C a ha eh de ha a e i fa f ch cha e hei ha e a a fai ice. The c e f e i a i g he ge di i f he C a ha be c i ed i a ecia d f i ec i b ha eh de

H de f e ea i ed ha e f c a ie ha a e i ed i H g K g he e i ie ha be e ed c ie f he ab e- i ed d b .

The ge f a c a be effec ed b a f ge c ida i .

A f a c a e ge , b h a ie he ge ha c c de a ag ee i h each he a d f a e ba a ce hee a d check i f e ie The c a ie i ed ha if he c edi acc di g he C a La , a d ake a bic a ce a e a e ec g i ed b he e cha ge f he ace he e he C a 'ha e a e i ed, a d c ea f i deb ide c e di g g a a ee a he c edi e i e.

I he ca e f a ge , he e ec i e acc a ab e a d ecei ab e i be i he i ed b he c i i g c a , he e f ed c a af e he ge .

A f he i f a c a , he e ie he e f ha be di ided acc di g .

Ba a ce hee a d check i f e ie f he C a ha be ked . The c a ie i ed ha if he c edi acc di g he C a La , a d ake a b ic a ce a e a e ec g i ed b he e cha ge f he ace he e he C a 'ha e a e i ed.

Deb ed b he C a , i he di i ha be a ed b he c a ie i e i e ce af e he di i i acc da ce i h he ag ee eached.

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Whe e a f he egi e ed i e i cha ged d i g he ce f e ge i f a c a , he C a ha g h gh dificai egi a i i h he C a egi a i a h i . If i di ed, i ha be de egi e ed acc di g he a . If a e c a i e ab i hed, i ha g h gh he ced e f c a e ab i h e acc di g he a .

The C a ha be di ed de a f he f i g ci a ce :

(1) A f he e f di i a i a ed i hi A ic e f A cia i a ea ;

(2) The ge e a ee i g decide di e i ;

(3) I i ece a be di ed d e e ge i f he C a ;

(4) The C a i dec a ed ba k acc di g he a f bei g ab e a i d e deb ;

(5) I b e ice e i ca ce ed i i de ed c e d be di ed acc di g he a ;

(6) The C a ha g ea diffic ie i e a i a age e a d ca be ed b a he ea , ha he i e e f he ha eh de i be bjec hea if i c i e e i . The ha eh de h h d e e ce f he i g igh f a he ha eh de f he C a ead he Pe e' c di e he C a .

Whe e he C a i di ed acc di g he i f A ic e 225 (1), (2), (5) (6) f hi A ic e f A cia i f A cia i , a i ida i g ha be f ed i hi 15 da a f he cc e ce f he ca e f di i , ca a i ida i . The i ida i g ha c i e he di ec a he e e a de e i ed b he ge e a ee i g. Whe e i ida i g i f ed i hi he i e i i , he c edi ead he Pe e' c de g a e e e a e f i ida i g .

Whe e he C a i di ed acc di g he i f A ic e 225 (4) f hi A ic e f A cia i f A cia i , he Pe e' c ha , i acc da ce i h e e a a a ge f he ha eh de , e e a a h i ie a d e e a fe a e ab i h a i ida i c i ee ca i ida i .

If he b a d f di ec decide ha he C a ha be i ida ed (e ce he i ida i a a e f c a ' dec a a i f ba k c), he ice f he ha eh de ge e a ee i g c e ed f ch e ha i c de a a e he effec ha he b a d f di ec ha ade f i i i he i f he C a a d ha he b a d f di ec i f he i i ha he C a ca a i deb i f i hi 12 h af e he c e ce e f he i ida i .

The fi c i a d e f he b a d f di ec ha e i a e i edia e af e he ha eh de ge e a ee i g ha a ed he e i ca i ida i .

The i ida i c i ee ha ake i c i f he ha eh de ge e a ee i g a d ha ake a e he ha eh de ge e a ee i g he c i ee' i c e a d e e di e a e a he b e f he C a a d he g e f he i ida i a ea a a . I ha ake a fi a e he ha eh de ge e a ee i g he he i ida i i c e ed.

The i ida i c i ee ha i hi e da a f i f a i , if he c edi a d ha i hi 60 da ake a b ic a ce e a e ec g i ed b he E cha ge f he i i g f ha e f he C a . C edi ha i hi hi da a f he ecei f he ice i hi 45 da a f he b ica i f he b ic a ce i he ca e f fai i g ecei i g he ice, dec a e c edi agai he i ida i c i ee.

T dec a e c edi a c edi ha e ai he e e a e a d ide e e a e ide ia e ia The i ida i c i ee ha egi e he c edi

The i ida i c i ee ha c ea ff a f he deb f a c edi d i g he e i d f c edi dec a a i .

The i ida i c i ee e e ci e he f i g fi c i d i g he ce f i ida i :

(1) i ida i g he e ie f he C a , a d e a i g ba a ce hee a d a e check i

(2) i f i g c edi b ice b ic a ce ;

(3) di i g a d i ida i g he b e e f he C a ha ha e bee c e ed;

(4) c ea i g ff he a di g a e a d he a e i c ed i he ce f i ida i ;

(5) c ea i g ff c edi a d deb

(6) di i g he e d a e ie a d

(7) a ici a i g i he ci i iga i behaf f he C a .

The i ida i c i ee ha af e i ida i g he e ie f he C a a d e a i g ba a ce hee a d check i f e ie ake a a f i ida i , a d e i he ha eh de ge e a ee i g he Pe e' c f c fi a i .

The e d a a e ha e f a i g ff he i ida i e e e age f e ee cia i a ce e a d a c e a i , he a di g a e a d he deb f he C a be di ib ed acc di g he i ie f e i ie he d b he ha eh de

During the period of liquidation, the Company continues to exist, but may not carry on any business operations that is not for purposes of carrying out liquidation. Before the settlement of repayments as prescribed in the preceding article, the Company's property shall not be distributed to shareholders.

In case of liquidation upon dissolution, if the liquidation committee notices that the properties of the Company is insufficient for clearing off the debts after liquidating the properties of the Company and preparing balance sheets and checklists of properties, it shall file an application to the People's court for bankruptcy.

Once the People's court declares the bankruptcy of the Company, the liquidation committee shall hand over the liquidation matters to the People's court.

Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification by a CPA in China, submit the same to the shareholders' general meeting or to the People's court for confirmation. And within 30 days from the date of the shareholders' general meeting's or the People's court's confirmation, the Company shall submit the aforementioned documents to the Company registration authority for company de-registration, and announce the Company's termination.

The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to the law.

None of the members of the liquidation committee may take a bribe or any other illegal proceeds by taking advantage of his positions, or misappropriate any of the properties of the Company.

Where any of the members of the liquidation committee causes losses to the Company or creditors by intention or due to gross negligence, he shall make corresponding compensations.

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The Company may amend its Articles of Association in accordance with the laws, administrative regulations and relevant provisions as prescribed in this Articles of Association.

In any one of the following circumstances, the Company shall amend its Articles of Association:

(1) After amendment of the Company Law or relevant laws or administrative regulations, the contents of the Articles of Association conflict with the laws or administrative regulations;

(2) The circumstances of the Company have changed so that they are different from the contents of the Articles of Association; or

(3) The shareholders' general meeting decides that the Articles of Association should be amended.

Amendments to the Articles of Association, passed by resolution at the shareholders' general meeting, which require examination and approval by the competent authorities, shall be submitted to the competent authorities for approval. Any amendment involving alteration registration shall be filed for alteration registration according to the law.

The board of directors shall amend this Articles of Association according to the resolution of the shareholders' general meeting and the opinions of the relevant competent authorities.

Notwithstanding the foregoing paragraph, in the following circumstances, the shareholders' general meeting may pass a resolution to authorize the board of directors to amend this Articles of Association in line with the following principles:

(1)

(4) subject to the laws, regulations and listing rules of the place where the Company's shares are listed, to post it on the Company's website or such website designated by the relevant stock exchange;

(5) by publication of announcements;

(6) other prescribed means between the Company and the recipients or the confirmed means by such recipients; or

(7) other means allowed by the relevant regulatory agency of the listing place or as set out in this Articles of Association.

Where the Company issues a notice by publication of announcements, all relevant persons shall be deemed to have received such notice once the publication of announcement has been made.

Unless the context otherwise requires, an "announcement" referred to in this Articles of Association shall refer to (i) if issued to domestic shareholders within the PRC in accordance with the relevant regulations and this Articles of Association, the announcement published in such Chinese newspapers as specified by the Chinese laws and regulations or the State Council securities regulatory agency; and (ii) if issued to Hong Kong shareholders or holders of H shares in accordance with the relevant provisions of this Articles of Association, the announcement being published in Hong Kong newspapers as specified in relevant listing rules. All notices or other documents required under Chapter 13 of the Listing Rules to be sent by the Company shall be in the English language, or accompanied by a certified English translation.

Under the premise of the Company's observation of the relevant listing rules of the listing place, regarding the distribution of corporate communication to holders of overseas listed shares, the Company may also electronically or at the Company's website or such website of the stock exchange, issue such information to or for such holders instead of sending such documents by hand or postage prepaid mail.

Unless otherwise provided in the articles of this Articles of Association, the notice means set out in the above Article 239 may be applicable to notices for shareholders' general meetings, meetings of board of directors and the supervisory committee.

If the notice is served by hand, the date of service is the date of acknowledgement of receipt by signature or affixed seal of the service recipient. If the notice is sent by post, the date of service is the fifth working day from the date of delivery at the post office. If the notice is made via facsimile, e-mail or website or other electronic means, the date of service is the date of transmission. If the notice is made by publication of announcements, the date of service is the date of the first publication of the public announcements.

Where relevant corporate communication is required to be in the English language and be accompanied by a Chinese version, and be served through delivery, post, distribution, sending to, announcements or other means according to the requirements of the listing rules of the place where the Company's shares are listed, in respect of shareholders who have made arrangements with the Company for receiving such information only in English or Chinese version or both as per the applicable laws and regulations, the Company may send such documents in the English or Chinese version to relevant shareholders according to their prescribed wish

The Company shall comply with the following in resolving disputes:

(1) Where there are disputes or claims arising from this Articles of Association, rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company between (i) the Company and its directors or senior officers;

(2) A ac a c e – a a e , h gh a ha eh de , b h gh i e e ea i hi , ag ee , he a a ge , ca ac a c he ac i i ie f he C a ;

(3) A cia ed e a i hi – i he e a i hi be ee he c i g ha eh de , ac a c e , di ec , e i e i ffice a d e e i e di ec i di ec c ed b he a e a he e a i hi hich b ca e he a fe f he C a ' i e e H e e , e e i e ed b he S a e i be ega ded a ha i g a cia ed e a i hi beca e he a e ed b he S a e.

I hi A ic e f A cia i , he e ha –, i hi –, e ha – a d e i – ha i c de he gi e fig e, a d he e e ha ha f–, de –, be d–, e ceedi g–, be –, e ha –, e ha – a d e ha – ha i c de he gi e fig e.

The e acc i g fi a ed i hi A ic e f A cia i ha ha e he a ea i g a a di –.

Thi A ic e f A cia i a e i Chi e e. If i c f ic i h a e i a he a g age, he Chi e e e hich a ece fi ed a d egi e ed a Beiji g Ad i i a i f I d a d C e ce ha e ai .

The b a d f di ec f he C a ha be e b e f he i e e a i f hi A ic e f A cia i .