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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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

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

**(Stock code: 6865)**

#### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (2) PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE RULES AND (3) NOTICE OF THE 2025 FIRST EGM**

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Notice convening the 2025 First EGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Tuesday, 9 December 2025 is set out on pages 196 to 197 of this circular.

Proxy form for use at the 2025 First EGM is also enclosed with this circular. Any Shareholders entitled to attend and vote at the 2025 First EGM are entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's shares registrar in respect of H Shares, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the 2025 First EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

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## CONTENTS

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|  | <i>Pages</i> |
|--|--------------|
| <b>DEFINITIONS</b> .....   | 1            |
| <b>LETTER FROM THE BOARD</b> .....   | 3            |
| <b>APPENDIX I – PROPOSED AMENDMENTS TO THE ARTICLES<br/>OF ASSOCIATION</b> ..... | 6            |
| <b>APPENDIX II – RULES OF PROCEDURE FOR GENERAL MEETINGS</b> .....               | 115          |
| <b>APPENDIX III – RULES OF PROCEDURE FOR BOARD MEETINGS</b> .....                | 132          |
| <b>APPENDIX IV – WORKING RULES FOR<br/>INDEPENDENT DIRECTORS</b> .....           | 142          |
| <b>APPENDIX V – IMPLEMENTATION RULES OF<br/>CUMULATIVE VOTING SYSTEM</b> .....   | 154          |
| <b>APPENDIX VI – EXTERNAL INVESTMENT MANAGEMENT SYSTEM</b> .....                 | 159          |
| <b>APPENDIX VII – RELATED PARTY TRANSACTIONS<br/>MANAGEMENT SYSTEM</b> .....     | 165          |
| <b>APPENDIX VIII – EXTERNAL GUARANTEE MANAGEMENT SYSTEM</b> .....                | 176          |
| <b>APPENDIX IX – PROCEEDS MANAGEMENT SYSTEM</b> .....                            | 185          |
| <b>NOTICE OF THE 2025 FIRST EGM</b> .....  | 196          |

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## DEFINITIONS

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

|   |  |
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| “2025 First EGM”                                  | the 2025 first extraordinary general meeting of the Company proposed to be held at 2:30 p.m. on Tuesday, 9 December 2025 at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC |
| “A Share(s)”                                      | Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange   |
| “A Shareholders”                                  | holder(s) of A Shares  |
| “Articles of Association”                         | the articles of association of the Company (as amended from time to time)  |
| “Board”   | the board of directors of the Company  |
| “Company”   | 福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively          |
| “Company Law”                                     | the Company Law of the PRC   |
| “Director(s)”                                     | director(s) of the Company   |
| “H Share(s)”                                      | ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for, traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange (stock code: 6865)   |
| “H Shareholders”                                  | holder(s) of H Shares  |
| “Hong Kong”                                       | The Hong Kong Special Administrative Region of the PRC   |
| “Hong Kong Stock Exchange” or<br>“Stock Exchange” | The Stock Exchange of Hong Kong Limited  |
| “Listing Rules”                                   | Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |

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## DEFINITIONS

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| “PRC”                                     | the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| “RMB”                                     | Renminbi, the lawful currency of the PRC   |
| “Rules of Procedure for Board Meetings”   | the rules of procedure for Board meetings of the Company   |
| “Rules of Procedure for General Meetings” | the rules of procedure for Shareholders’ general meetings of the Company   |
| “Shanghai Stock Exchange”                 | Shanghai Stock Exchange (上海證券交易所)  |
| “Share(s)”                                | A Share(s) and H Share(s)  |
| “Shareholder(s)”                          | holder(s) of the Share(s)  |
| “Supervisor(s)”                           | the supervisor(s) of the Company   |
| “Supervisory Committee”                   | the supervisory committee of the Company   |
| “%”                                       | percent  |

*Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as total in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.*

*References to the singular number include references to the plural and vice versa and references to one gender include every gender.*

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## LETTER FROM THE BOARD

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

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

**(Stock code: 6865)**

*Executive Directors:*

Mr. Ruan Hongliang (*Chairman*)

Ms. Jiang Jinhua

Ms. Ruan Zeyun

Mr. Wei Yezhong

Mr. Shen Qifu

*Registered office, headquarters and  
principal place of business in the PRC:*

1999 Yunhe Road

Xiuzhou District, Jiaxing

Zhejiang Province, PRC

*Principal place of business in Hong Kong:*

Unit 6, 11/F, Prosperity Place

6 Shing Yip Street

Kwun Tong, Kowloon

Hong Kong

*Independent non-executive Directors:*

Ms. Xu Pan

Ms. Du Jian

Ms. Ng Yau Kuen Carmen

20 November 2025

### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **(2) PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE RULES**

### **AND**

### **(3) NOTICE OF THE 2025 FIRST EGM**

## **I. INTRODUCTION**

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) proposed amendments to the Articles of Association; (ii) proposed amendments to certain corporate governance rules; and (iii) to give you the notice of the 2025 First EGM.

## **II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 27 October 2025 in relation to, among others, the proposed amendments to the Articles of Association.

The Board proposed to make certain amendments to the Articles of Association. The details of the amendments are set out in Appendix I to this circular. The Articles of Association and its amendments were prepared in Chinese without an official English version. As such, the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

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## LETTER FROM THE BOARD

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The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM and subject to the approval of, and registration and filing with, the relevant government authorities in the PRC.

### III. PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE RULES

According to the Company Law of the People's Republic of China, the relevant rules of Shanghai Stock Exchange, the Listing Rules and the other relevant regulations the proposed amendments to the Articles of Association and the actual situation of the Company, the Board considered and approved the amendments to the Rules of Procedure for General Meetings, the Rules of Procedure for Board Meetings, the working instructions for independent directors, the implementation rules of the cumulative voting system, the external investment management policy, the related parties transactions management policy, the provision of external guarantees policy and the use of proceeds management policy.

The amendments to the Rules of Procedure for General Meetings and the Rules of Procedure for Board Meetings are subject to the approval of the Shareholders by way of special resolutions at the EGM. And amendments to other above-mentioned corporate governance rules are subject to the approval of the Shareholders by way of ordinary resolutions at the EGM. All such amendments will become effective upon the approval by the Shareholders at the EGM.

Details in relation to the above-mentioned proposed amendments to certain corporate governance rules are set out in Appendix II to IX to this circular. The above-mentioned certain corporate governance rules were prepared in Chinese without an official English version. As such, the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

### VI. THE 2025 FIRST EGM

Notice convening the 2025 First EGM to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC, at 2:30 p.m. on Tuesday, 9 December 2025 is set out on pages 196 to 197 of this circular.

Pursuant to Rule 13.39 (4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions to be proposed at the 2025 First EGM will be voted by poll. None of the Shareholders or their respective associates is required under the Listing Rules to abstain from voting on the resolutions proposed at the 2025 First EGM.

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## LETTER FROM THE BOARD

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For the purpose of determining the entitlement for attendance and voting at the 2025 First EGM (as the case may be), the H Shares register of members of the Company will be closed from Thursday, 4 December 2025 to Tuesday, 9 December 2025, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company on Wednesday, 3 December 2025 (i.e. the record date) shall be entitled to attend and vote at the 2025 First EGM. In order to attend and vote at the general meeting, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Wednesday, 3 December 2025. H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2025 First EGM. H Shareholders who intend to appoint a proxy to attend the 2025 First EGM are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2025 First EGM, or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 First EGM, or any adjourned meeting (as the case may be) should you so wish.

### VII. RECOMMENDATION

The Board considers that all resolutions set out in the notice of the 2025 First EGM for Shareholders' consideration and approval are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2025 First EGM.

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

| Before amendment   | After amendment  |
|--|--|
| <p>Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules of the Stock Exchange”), The Stock Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the “Listing Rules of SSE”, together with the Listing Rules of the Stock Exchange, are referred to as the “Listing Rules”), Guidance for the Articles of Association of Listed Companies (hereinafter referred to as the “Guidance for Articles of Association”), and other relevant requirements, with an aim to safeguard the legal interests of Flat Glass Group Co., Ltd. (福萊特玻璃集團股份有限公司) (hereinafter referred to as the “Company” or “the Company”), its shareholders and creditors and regulate the organization and conduct of the Company.</p> | <p>Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules of the Stock Exchange”), The Stock Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the “Listing Rules of SSE”, together with the Listing Rules of the Stock Exchange, are referred to as the “Listing Rules”), Guidance for the Articles of Association of Listed Companies (hereinafter referred to as the “Guidance for Articles of Association”), and other relevant requirements, with an aim to safeguard the legal interests of Flat Glass Group Co., Ltd. (福萊特玻璃集團股份有限公司) (hereinafter referred to as the “Company” or “the Company”), its shareholders, <b>employees</b> and creditors and regulate the organization and conduct of the Company.</p> |



| Before amendment   | After amendment  |
|--|--|
| <p>Article 2 The Company is incorporated as a joint stock limited company in accordance with the Company Law, Securities Law, Listing Rules, Guidance for Articles of Association and other relevant PRC laws, administrative regulations and normative documents.</p> <p>The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass &amp; Mirror Ltd. (浙江福萊特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for Market Regulation. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.</p> | <p>Article 2 The Company is incorporated as a joint stock limited company in accordance with the Company Law, Securities Law, Listing Rules, Guidance for Articles of Association and other relevant PRC laws, administrative regulations and normative documents.</p> <p>The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass &amp; Mirror Ltd. (浙江福萊特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for Market Regulation, <b>and obtained its business license</b>. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.</p> |
| <p>Article 6 The registered capital of the Company is RMB585,729,820.25.</p>   | <p>Article 6 The registered capital of the Company is <b>RMB585,719,820.25</b>.</p>  |

| Before amendment  | After amendment  |
|---|--|
| <p>Article 7 The legal representative of the Company is the chairman of the board of directors.</p>   | <p>Article 7 <b>The chairman of the board of the directors shall be the director executing the company's affairs and shall serve as the legal representative of the Company. The legal representative shall be elected or replaced by the Company's board of directors. If a director serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. In the event of the resignation of the legal representative, the Company shall appoint a new legal representative within 30 days from the date of such resignation.</b></p> <p><b>The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. Restrictions imposed on the powers of the legal representative by these Articles of Association or by general meetings shall not be invoked against a bona fide counterparty.</b></p> <p><b>If the legal representative causes damage to others while performing his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming the civil liability, seek compensation from the legal representative at fault in accordance with laws or the Articles of Association.</b></p> |
| <p>Article 9 All of the assets of the Company are divided into shares of equal par value. The shareholders are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its assets.</p> | <p>Article 9 <b>The shareholders</b> are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its <b>property</b>.</p>   |

| Before amendment  | After amendment  |
|---|--|
| Article 10 Upon the effective day of the Articles of Association of the Company, they shall become the legal document regulating the Company's organization and activities, and the rights and obligations between the Company and its shareholders and among the shareholders interest, and legal document to shareholders, directors, supervisors, senior management. Pursuant to the Articles of Association, shareholders may pursue actions against shareholders and the Company's directors, supervisors, president and other senior management; shareholders may pursue actions against the Company, the Company may pursue actions against the shareholders, directors, supervisors, president and other senior management. | Article 10 Upon the effective day of the Articles of Association of the Company, they shall become the legal document regulating the Company's organization and activities, and the <b>relationship of</b> rights and obligations between the Company and its shareholders and among the shareholders interest, <b>and legally binding shareholders, directors, and senior management.</b> Pursuant to the Articles of Association, shareholders may pursue actions against shareholders and the Company's <b>directors and senior management;</b> shareholders may pursue actions against the Company, the Company may pursue actions against the shareholders, <b>directors and senior management.</b> |
| Article 11 The other senior management as stated hereof refers to the Company's deputy president, secretary to the board of directors, Chief Financial Officer and other senior management appointed by the board of directors (In the Company Law, the manager of the Company is referred to as the president, and the deputy manager of the Company is referred to as the vice president, the same below).  | Article 11 The <b>senior management</b> as stated hereof refers to the Company's <b>president</b> , deputy president, secretary to the board of directors, Chief Financial Officer and other senior management appointed by the board of directors (In the Company Law, the manager of the Company is referred to as the president, and the deputy manager of the Company is referred to as the vice president, the same below).   |
| Article 16 The Company shall issue shares in a fair and just manner, and each share of the same class shall have the same rights.<br><br>All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.  | Article 16 The Company shall issue shares in a fair and just manner, and each share of the same <b>class</b> shall have the same rights.<br><br>All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; <b>the subscribers</b> shall pay the same price for each share.  |

| Before amendment  | After amendment   |
|---|---|
| Article 18 The A shares issued by the Company are centrally deposited in China Securities Depository and Clearing Corporation Limited, the H shares issued by the Company are deposited in the securities depository and clearing companies in Hong Kong, which can also be held by shareholders in their own names.  | Article 18 The A shares issued by the Company are centrally deposited in China Securities Depository and Clearing Corporation Limited, the H shares issued by the Company are deposited in the securities depository and clearing companies in Hong Kong, which can also be held by shareholders in their own names.<br><br><b>Shareholders of A shares and shareholders of H shares are shareholders of ordinary shares and enjoy the same rights and assume the same obligations.</b> |
| Article 19 The promoters of the Company comprise of ten natural persons including Mr. Ruan Hongliang. When the Company was changed as a whole and set up as a joint-stock company, the registered capital of the Company was RMB70 million and the total number of shares was 70,000,000 shares, the shareholdings of the promoters were as follows:<br><br>.....                                   | Article 19 The promoters of the Company comprise of ten natural persons including Mr. Ruan Hongliang. When the Company was changed as a whole and set up as a joint-stock company, the registered capital of the Company was <b>RMB70 million</b> and the total number of shares was <b>70,000,000</b> shares, the shareholdings of the promoters were as follows:<br><br>.....   |
| Article 20 The Company has a total of 2,342,919,281 issued shares. The capital structure of the Company comprises of 2,342,919,281 ordinary shares, including 1,901,204,281 domestic shares (A shares), accounting for 81.15% of the total issued shares of the Company and 441,715,000 overseas-listed foreign shares (H shares), accounting for 18.85% of the total issued shares of the Company. | Article 20 The Company has a total of <b>2,342,879,281</b> issued shares. The capital structure of the Company comprises of <b>2,342,879,281</b> ordinary shares, including <b>1,901,164,281</b> domestic shares (A shares), accounting for 81.15% of the total issued shares of the Company and 441,715,000 overseas-listed foreign shares (H shares), accounting for 18.85% of the total issued shares of the Company.  |

| Before amendment   | After amendment   |
|--|---|
| Article 21 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who purchases or intends to purchase its own shares. | <p>Article 21 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, <b>or borrow</b>, provide any financial assistance <b>for others to acquire shares in the Company, except where the Company implements its Employee Stock Ownership Plans.</b></p> <p><b>For the benefit of the Company, and subject to resolutions made by the board of directors, the Company may provide financial assistance for others to acquire shares in the Company, provided that the accumulated total amount of financial assistance may not exceed 10% of the total share capital issued. Any resolutions made by the board of directors shall be subject to affirmative votes of two thirds or more of all directors. If there are any special requirements by the rules of the stock exchange(s) on which the shares of the Company are listed, such requirements shall prevail.</b></p> |

| Before amendment   | After amendment   |
|--|---|
| Section 2 Reduction and Repurchase of Shares   | Section 2 <b>Increase, Reduction</b> and Repurchase of Shares   |
| <p>Article 22 Pursuant to the needs of operation and development and in accordance with the laws, regulations, after respective resolutions are passed at a general meeting, the Company may increase its capital by:</p> <p>(I) Public offering of shares;</p> <p>(II) Non-public offering of shares;</p> <p>(III) Offer of new shares to existing shareholders;</p> <p>(IV) Conversion of capital reserve into share capital;</p> <p>(V) Other means stipulated by laws and administrative regulations and approved by the CSRC.</p> <p>The Company is prohibited from issuing preference shares which are convertible into ordinary shares.</p> <p>When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's share capital resulting therefrom, shall be dealt with in accordance with the provisions of laws, administrative regulations, departmental rules and other documents and the provisions of the Company's listing document for convertible corporate bonds.</p> | <p>Article 22 Pursuant to the needs of operation and development and in accordance with the laws, regulations, after respective resolutions are passed at <b>a general meeting</b>, the Company may increase its capital by:</p> <p>(I) Offering of shares <b>to unspecific subjects</b>;</p> <p>(II) Offering of shares <b>to specific subjects</b>;</p> <p>(III) <b>Issuing of bonus shares</b> to existing shareholders;</p> <p>(IV) Conversion of capital reserve into share capital;</p> <p>(V) Other means stipulated by laws and administrative regulations and <b>required</b> by the CSRC.</p> <p>The Company is prohibited from issuing preference shares which are convertible into ordinary shares.</p> <p>When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's share capital resulting therefrom, shall be dealt with in accordance with the provisions of laws, administrative regulations, departmental rules and other documents and the provisions of the Company's listing document for convertible corporate bonds.</p> |

| Before amendment  | After amendment  |
|---|--|
| <p>Article 24 The Company shall not purchase its own shares, except in one of the following situations:</p> <p>(I) Reduction in the registered capital of the Company;</p> <p>(II) When merging with other companies holding shares of the Company;</p> <p>(III) When utilizing shares in Employee Share Ownership Plan or as share awards;</p> <p>(IV) When shareholders objecting to resolutions of the general meeting concerning merger or division of the Company require the Company to buy their shares;</p> <p>(V) When utilizing shares to convert into convertible bonds issued by the Company;</p> <p>(VI) When necessitated by the Company to protect its value and its shareholders' interest.</p> | <p>Article 24 The Company shall not purchase its own shares, except in one of the following situations:</p> <p>(I) Reduction in the registered capital of the Company;</p> <p>(II) When merging with other companies holding shares of the Company;</p> <p>(III) When utilizing shares in Employee Share Ownership Plan or as share awards;</p> <p>(IV) When shareholders objecting to resolutions of the <b>general meeting</b> concerning merger or division of the Company require the Company to buy their shares;</p> <p>(V) When utilizing shares to convert into convertible bonds issued by the Company;</p> <p>(VI) When necessitated by the Company to protect its value and its shareholders' interest.</p> |
| <p>Article 25 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations and CSRC:</p> <p>Where the Company purchase its shares under the circumstances as mentioned in (III), (V) &amp; (VI) of the first paragraph of Article 24 of the Articles of Association, the repurchase shall be carried out by public concentrated transaction.</p>  | <p>Article 25 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations, <b>CSRC and a securities regulatory institution in respect of which the shares of the Company are listed:</b></p> <p>Where the Company purchase its shares under the circumstances as mentioned in (III), (V) &amp; (VI) of the first paragraph of Article 24 of the Articles of Association, the repurchase shall be carried out by public concentrated transaction.</p>  |

| Before amendment   | After amendment   |
|--|---|
| <p>Article 26 Repurchase of the Company's shares for circumstances set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association shall be subject to resolution at a general meeting. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article 24 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting.</p> <p>.....</p>  | <p>Article 26 Repurchase of the Company's shares for circumstances set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association shall be subject to resolution at a <b>general meeting</b>. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article 24 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting.</p> <p>.....</p>  |
| <p>Article 28 The Company does not accept shares of the Company as the subject of any pledge.</p>  | <p>Article 28 The Company does not accept <b>shares</b> of the Company as the subject of any <b>pledge</b>.</p>   |
| <p>Article 29 No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange.</p> <p>The directors, supervisors and senior management shall report to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of the total number of the same class of shares they hold in the Company per annum; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company, except for the regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares.</p> | <p>Article 29 No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange.</p> <p><b>During their term of office as determined when they assume the posts, the directors and senior management</b> shall report to the Company about their shareholdings and changes thereof and shall not transfer more than 25% of the total number of the same class of shares they hold in the Company per annum; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company, except for <b>the rules of the stock exchange</b> at the location where the Company's shares are listed with respect to the restriction of transfer of H shares.</p> |



| Before amendment  | After amendment   |
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| <p>Article 30 When shareholders holding more than 5% of the shares, directors, supervisors and senior management officers of the Company sell their shares of the Company or other equity securities within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the resulting gains are owned by the Company and the board of directors of the Company shall recover its resulting gains. However, the disposal of such shares by securities companies holding more than 5% of the shares as a result of the outstanding shares acquired under underwriting, and other circumstances stipulated by the CSRC are excluded. If there are otherwise requirements of regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares, then such regulations should be complied with.</p> <p>The shares or other equity securities held by the directors, supervisors, senior management officers and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others.</p> <p>.....</p> | <p>Article 30 When shareholders holding more than 5% of the shares, <b>directors and senior management</b> of the Company sell their shares of the Company or other equity securities within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the resulting gains are owned by the Company and the board of directors of the Company shall recover its resulting gains. However, the disposal of such shares by securities companies holding more than 5% of the shares as a result of the outstanding shares acquired under <b>underwriting</b>, and other circumstances stipulated by the CSRC are excluded. If there are otherwise requirements of <b>rules of the stock exchange</b> at the location where the Company's shares are listed with respect to the restriction of transfer of H shares, then such regulations should be complied with.</p> <p>The shares or other equity securities held by the <b>directors, senior management</b> and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others.</p> <p>.....</p> |
| Chapter 4 Shareholders and the General Meeting  | Chapter 4 Shareholders and the <b>General Meeting</b>   |
| Section 1 Shareholders  | Section 1 <b>General Provisions of Shareholders</b>   |
| <p>Article 31 The Company shall maintain a register of shareholders based on vouchers provided by securities registries. The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company. A shareholder shall enjoy rights and assume obligations according to the class of shares held. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p>  | <p>Article 31 The Company shall maintain a register of shareholders based on vouchers provided by securities registries. The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company. A shareholder shall enjoy rights and assume obligations according to the <b>class</b> of shares held. Shareholders holding the same <b>class</b> of shares shall enjoy the same rights and assume the <b>same</b> obligations.</p>   |

| Before amendment   | After amendment   |
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| Article 32 If the Company convenes a general meeting, distributes dividends, conducts liquidation or executes any other act requiring identification of shareholders, the board of directors or the convener of any such general meeting shall decide the date of registration of shareholding. The shareholders whose names appear on the register of shareholders at the close of trading on the date of registration of shareholding are entitled to the relevant rights. | Article 32 If the Company convenes <b>a general meeting</b> , distributes dividends, conducts liquidation or executes any other act requiring identification of shareholders, the board of directors or the convener of any such <b>general meeting</b> shall decide the date of registration of shareholding. The shareholders whose names appear on the register of shareholders at the close of trading on the date of registration of shareholding are entitled to the relevant rights. |
| Article 33 The shareholders of the Company shall be entitled to the following rights:  | Article 33 The shareholders of the Company shall be entitled to the following rights:   |
| (I) To receive dividends and other profit distributions in proportion to the shares they hold;   | (I) To receive dividends and other profit distributions in proportion to the shares they hold;  |
| (II) To request, call, convene and attend general meetings either in person or by proxy in accordance with laws and speak at the general meeting and exercise the respective voting right (unless individual shareholders are required by the Listing Rules of the Stock Exchange to abstain from voting on a particular matter);  | (II) To request <b>hold</b> , call, convene and attend <b>general meetings</b> either in person or by proxy in accordance with laws <b>and exercise</b> the respective voting right (unless individual shareholders are required by the Listing Rules of the Stock Exchange to abstain from voting on a particular matter);   |
| (III) To supervise, give suggestions on or make inquiries about the operation of the Company;  | (III) To supervise, give suggestions on or make inquiries about the operation of the Company;   |

| Before amendment   | After amendment   |
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| <p>(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(V) Access to the Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of general meetings, resolutions of the board of directors, resolutions of the board of supervisors and financial and accounting reports;</p> <p>(VI) In the event of termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their shareholding;</p> <p>(VII) For shareholders objecting to resolutions of the general meeting concerning merger or division of the Company, to require the Company to buy their shares;</p> <p>(VIII) To exercise other rights specified by the laws, administrative regulations, departmental rules and the Articles of Association.</p> | <p>(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(V) To access to and <b>copy</b> the Articles of Association, register of shareholders, minutes of <b>general meetings, resolutions of the board of directors, and financial and accounting reports, and shareholders who satisfy the requirements may inspect the accounting books and accounting vouchers of the Company;</b></p> <p>(VI) In the event of termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their shareholding;</p> <p>(VII) For shareholders objecting to resolutions of the <b>general meeting</b> concerning merger or division of the Company, to require the Company to buy their shares;</p> <p>(VIII) To exercise other rights specified by the laws, administrative regulations, departmental rules and the Articles of Association.</p> |
| <p>Article 34 In the event that a shareholder wants to access the relevant information as described in the preceding Article of the Articles of Association or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder.</p> <p>All shareholders shall fulfill their confidentiality obligation to the Company's trade secret while exercising the above mentioned right to know and reasonably use such information. The shareholders shall bear the liability for compensation in case of any damage caused to the Company.</p>   | <p>Article 34 In the event that a shareholder wants to access <b>and copy</b> the relevant information as described in the preceding Article of the Articles of Association or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder.</p> <p>All shareholders shall fulfill their confidentiality obligation to the Company's trade secret while exercising the above mentioned right to know and reasonably use such information. The shareholders shall bear the liability for compensation in case of any damage caused to the Company.</p>  |

| Before amendment   | After amendment   |
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| <p>Article 35 In the event that the particulars of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid.</p> <p>In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.</p> | <p>Article 35 In the event that the particulars of a resolution passed at <b>a general meeting</b> or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid.</p> <p>In the event that the procedures for convening <b>a general meeting</b> or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution, <b>unless there are only minor defects in the convening procedures or voting methods of the general meeting and the board meetings, which has no substantive impact on the resolutions.</b></p> <p><b>Where the Board, shareholders and other relevant parties dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the general meeting. The Company, the directors and senior management shall effectively perform their duties to ensure the normal operation of the Company.</b></p> <p><b>If the People's Court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it will be dealt with in a timely manner and be fulfilled with corresponding information disclosure obligations.</b></p> |

| Before amendment  | After amendment  |
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| <p><b>Adding Article 36</b></p>   | <p><b>Article 36</b> Resolutions of a general meeting or a board meeting of the Company shall be invalid in any of the following circumstances:</p> <p>(I) the resolution was not made by a general meeting or a board meeting;</p> <p>(II) the resolution was not voted on at a general meeting or a board meeting;</p> <p>(III) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and the Articles of Association;</p> <p>(IV) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and the Articles of Association.</p>   |
| <p><b>Article 36</b> In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than 1% of voting shares of the Company for 180 consecutive days or more shall have the right to request in writing that the board of supervisors bring legal action before a court. In the event that the board of supervisors violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing that the board of directors bring legal action before a people's court.</p> | <p><b>Article 37</b> In the event that a director or a senior management <b>who is not a member of the audit committee</b> violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or <b>jointly</b> having been holding more than 1% of voting shares of the Company for 180 consecutive days or more shall have the right to request in writing that the audit committee bring legal action before a court. In the event that <b>the member of the audit committee</b> violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, <b>the aforesaid</b> shareholders may request in writing that the board of directors bring legal action before a people's court.</p> |

| Before amendment   | After amendment  |
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| <p>In the event that the board of supervisors or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within 30 days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company.</p> <p>In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.</p> | <p>In the event that <b>the audit committee</b> or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within 30 days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company.</p> <p>In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.</p> <p><b>If any director, supervisor (if any) or senior management of a wholly-owned subsidiary of the Company violates the laws, administrative regulations or the provisions of the Articles of Association in fulfilling his/her duties and incurs losses to the Company, or if others infringe upon the lawful rights and interests of a wholly-owned subsidiary of the Company and cause losses to the Company, the shareholders severally or jointly holding 1% or more Shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing to the board of supervisors and board of directors of a wholly-owned subsidiary to lodge a legal action in the People's Court or lodge a legal action in the People's Court under his/her own name. If a wholly-owned subsidiary of the Company does not have a board of supervisors nor any supervisors but have an audit committee, the provisions of paragraphs 1 and 2 of this Article shall apply.</b></p> |

| Before amendment  | After amendment   |
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| <p>Article 38 The shareholders of the Company shall have the following obligations:</p> <p>(I) To observe laws, administrative regulations and the Articles of Association;</p> <p>(II) To pay subscription funds as per the shares subscribed and the method of subscription;</p> <p>(III) Shall not withdraw as shareholder except as prescribed by the laws and administrative regulations;</p> <p>(IV) Shall not abuse his rights as a shareholder to damage the interests of the Company or other shareholders, nor abuse the legal person status of the Company and the limited liability of the shareholders to damage the interests of creditors;</p> <p>(V) To fulfill other obligations stipulated by the laws, administrative regulations and the Articles of Association.</p> <p>A shareholder who abuses his shareholder's rights, resulting in losses to the Company and other shareholders should be liable for compensation in accordance with law. Shareholders who abuse the legal person status of the Company and limited liability of shareholders, in order to escape from liability and seriously damaging the interests of creditors, should be jointly and severally held liable to the Company.</p> | <p><b>Article 39</b> The shareholders of the Company shall have the following obligations:</p> <p>(I) To observe laws, administrative regulations and the Articles of Association;</p> <p>(II) To pay <b>the capital contribution</b> as per the shares subscribed and the method of subscription;</p> <p>(III) Shall not <b>withdraw the share capital</b> except as prescribed by the laws and administrative regulations;</p> <p>(IV) Shall not abuse his rights as a shareholder to damage the interests of the Company or other shareholders, nor abuse the legal person status of the Company and the limited liability of the shareholders to damage the interests of creditors;</p> <p>(V) To fulfill other obligations stipulated by the laws, administrative regulations and the Articles of Association.</p> |

| <b>Before amendment</b>  | <b>After amendment</b>   |
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| <b>Adding Article 40</b> | <b>Article 40</b> A shareholder who abuses his shareholder's rights, resulting in losses to the Company and other shareholders should be liable for compensation in accordance with law. Shareholders who abuse the legal person status of the Company and limited liability of shareholders, in order to escape from liability and seriously damaging the interests of creditors, should be jointly and severally held liable to the Company.   |
| <b>Adding Section 2</b>  | <b>Section 2</b> The Controlling Shareholders and De Facto Controllers   |
| <b>Adding Article 42</b> | <b>Article 42</b> The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations, the provisions of the China Securities Regulatory Commission and the stock exchange, and safeguard the interests of the listed company.   |
| <b>Adding Article 43</b> | <b>Article 43</b> The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:<br><br>(I) To exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Company or other shareholders;<br><br>(II) To strictly fulfil the public statements and undertakings made, without unilateral alteration or waiver;<br><br>(III) To fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur; |



| Before amendment | After amendment   |
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|                  | <p>(IV) Not to appropriate the Company's funds in any way;</p> <p>(V) Not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;</p> <p>(VI) Not to make use of the Company's undisclosed material information for personal gain, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;</p> <p>(VII) Not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, foreign investment or any other means;</p> <p>(VIII) To ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;</p> <p>(IX) Other provisions of laws, administrative regulations, provisions of the CSRC, business rules of stock exchanges and the Articles of Association.</p> <p>Where a controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply.</p> |

| Before amendment  | After amendment  |
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|   | <p><b>Where a controlling shareholder or de facto controller of the Company instructs a director or a member of the senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or member of the senior management.</b></p>               |
| <p>Article 40 The controlling shareholder or actual controller of the Company shall not use his associated relationship to damage the Company's interests. If such provision is violated resulting in damage to the Company, he should be responsible for compensation.</p> <p>The controlling shareholders and actual controllers have fiduciary duty towards the Company and shareholders holding public community shares of the Company. The controlling shareholders should strictly exercise their rights as capital contributors. The controlling shareholders shall not make use of methods such as distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or providing guarantee for damaging the legal interests of the Company and shareholders of public community shares. They shall not make use of their controlling position to damage the legal interests of the Company and shareholders of public community shares.</p> | <p><b>Article 44</b> Where the controlling shareholder or de facto controller <b>pledges the shares it holds or effectively controls in the Company, it shall maintain the stability of the Company's control and its production and operations.</b></p>   |
| <p><b>Adding Article 45</b></p>   | <p><b>Article 45</b> When transferring its shares in the Company, the controlling shareholder or de facto controller shall comply with the restrictive provisions on share transfer under laws, administrative regulations, the requirements of the CSRC and the stock exchange, and its undertakings made in respect of restrictions on share transfer.</p> |

| Before amendment  | After amendment  |
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| Section 2 General Provisions for General Meetings   | Section 3 General Provisions for <b>General Meetings</b>   |
| <p>Article 41 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to law:</p> <p>(I) To decide on the business operation guideline and investment plan for the Company;</p> <p>(II) To elect and replace directors and supervisors who are not employee representative and to decide on matters relating to remuneration of the directors and supervisors;</p> <p>(III) To examine and approve reports of the board of directors;</p> <p>(IV) To examine and approve reports of the board of supervisors;</p> <p>(V) To examine and approve the annual financial budgets and final accounting plans of the Company;</p> <p>(VI) To examine and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(VII) To resolve on the increase or reduction of the registered capital of the Company;</p> <p>(VIII) To resolve on the issuance of corporate bonds;</p> <p>(IX) To resolve on the merger, division, dissolution, liquidation or transformation of the Company;</p> | <p><b>Article 46 The general meeting of the Company comprises all shareholders. The general meeting</b> shall be the organ of authority of the Company and shall exercise the following functions and powers according to law:</p> <p>(I) To elect and replace directors who are not employee representative and to decide on matters relating to remuneration of <b>the directors</b>;</p> <p>(II) To examine and approve reports of the board of directors;</p> <p>(III) To examine and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(IV) To resolve on the increase or reduction of the registered capital of the Company;</p> <p>(V) To resolve on <b>the issuance of corporate bonds</b>;</p> <p>(VI) To resolve on the merger, division, dissolution, liquidation or transformation of the Company;</p> <p>(VII) To amend the Articles of Association;</p> <p>(VIII) To resolve on the appointment, removal of the accounting firm <b>undertaking the Company's audit engagement by the Company</b>;</p> <p>(IX) To consider and approve other guarantee matters as prescribed in <b>Article 47 of the Articles of Association</b>;</p> |

| Before amendment  | After amendment  |
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| <p>(X) To amend the Articles of Association;</p> <p>(XI) To resolve on the appointment, removal of the accounting firm by the Company;</p> <p>(XII) To consider and approve other guarantee matters as prescribed in Article 42;</p> <p>(XIII) To examine the Company's purchase or disposal of major assets within one year in an amount exceeding 30% of the total assets of the Company;</p> <p>(XIV) To examine and approve changes in the use of proceeds;</p> <p>(XV) To examine and approve equity incentive plan and employee shareholding plan;</p> <p>(XVI) To examine other matters on which resolutions shall be made by the shareholders' general meeting as required by the laws, administrative regulations, departmental rules and the Articles of Association;</p> <p>The aforesaid authority of the general meeting shall not be exercised by the board of directors, other organizations or individuals through authorization.</p> | <p>(X) To examine the Company's purchase or disposal of major assets within one year in an amount exceeding 30% of the total assets of the Company;</p> <p>(XI) To examine and approve changes in the use of proceeds;</p> <p>(XII) To examine and approve equity incentive plan and employee shareholding plan;</p> <p>(XIII) To examine other matters on which resolutions shall be made by <b>the general meeting</b> as required by the laws, administrative regulations, departmental rules, <b>rules of stock exchanges where the shares of the Company are listed or</b> the Articles of Association;</p> <p><b>Unless otherwise provided by the laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the shares of the Company are listed, the aforesaid authority of the general meeting shall not be exercised by the board of directors, other organizations or individuals through authorization.</b></p> |

| Before amendment  | After amendment   |
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| <p>Article 42 The following external guarantees by the Company shall be considered and approved by the shareholders' general meeting.</p> <p>(I) Any guarantee provided after the external guarantees by the Company and its controlled subsidiaries meet or exceed 50% of the latest audited net assets;</p> <p>.....</p> <p>(VII) Other guarantees which shall be passed at the general meeting as prescribed by the relevant laws and regulations, the regulatory rules of local stock exchange where the Company's shares are listed and the Articles of Association of the Company.</p> <p>The above external guarantees subject to the approval of the general meeting of the Company shall be considered and approved by the board of directors before they are submitted to the general meeting for approval. For matters of guarantee within the powers and extent of authority of the board of directors, in addition to passing a resolution by not less than one-half of all directors, consent is also required from not less than two-thirds of the directors who should attend the meeting of the board of directors. To consider the guarantees in (III) of the preceding paragraph at the general meeting, these guarantees shall be passed by votes representing not less than two-thirds of the voting rights of shareholders represented at the relevant meeting.</p> <p>All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non-compliant or improper provision of such guarantee.</p> | <p><b>Article 47</b> The following external guarantees by the Company shall be considered and approved by <b>the general meeting</b>.</p> <p>(I) Any guarantee provided after the total external guarantees <b>amount provided</b> by the Company and its controlled subsidiaries meet or exceed 50% of the latest audited net assets;</p> <p>.....</p> <p>(VII) Other guarantees which shall be passed at <b>the general meeting</b> as prescribed by <b>the laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the shares of the Company are listed</b> or the Articles of Association of the Company.</p> <p>The above external guarantees subject to the approval of <b>the general meeting</b> of the Company shall be considered and approved by the board of directors before they are submitted to <b>the general meeting</b> for approval. For matters of guarantee within the powers and extent of authority of the board of directors, in addition to passing a resolution by not less than one-half of all directors, consent is also required from not less than two-thirds of the directors who should attend the meeting of the board of directors. To consider the guarantees in (III) of the preceding paragraph at <b>the general meeting</b>, these guarantees shall be passed by votes representing not less than two-thirds of the voting rights of shareholders represented at the relevant meeting.</p> <p>All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non-compliant or improper provision of such guarantee.</p> |

| Before amendment   | After amendment  |
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| Article 43 General meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within 6 months after the end of the preceding fiscal year. | <b>Article 48 General meetings</b> are divided into annual <b>general meetings</b> and extraordinary <b>general meetings</b> . Annual <b>general meetings</b> shall be convened once a year within 6 months after <b>the end of</b> the preceding fiscal year. |
| Article 44 In any of the following circumstances, the Company would convene an extraordinary general meeting within 2 months upon occurrence of such circumstance if:  | <b>Article 49</b> In any of the following circumstances, the Company would convene an extraordinary <b>general meeting</b> within 2 months upon occurrence of such circumstance if:  |
| (I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association;   | (I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association;   |
| (II) When the accrued losses of the Company amount to one-third of its total share capital;  | (II) When the accrued losses of the Company amount to one-third of its total <b>share capital</b> ;  |
| (III) When shareholder(s) individually or jointly holding more than 10% of the Company's issued shares request(s);   | (III) When shareholder(s) individually or jointly holding more than 10% of the Company's issued shares request(s);   |
| (IV) When the board of directors deems it necessary;   | (IV) When the board of directors deems it necessary;   |
| (V) The board of supervisors proposes to convene an extraordinary general meeting;   | (V) <b>The audit committee</b> proposes to convene an extraordinary general meeting;   |
| (VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.   | (VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, <b>rules of the stock exchange(s) on which the shares of the Company are listed</b> or the Articles of Association.                              |

| Before amendment  | After amendment  |
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| <p>Article 45 The venue of the general meeting shall be the domestic of the Company or the venue explicitly notified in the notice of the general meeting.</p> <p>A general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in a general meeting in the aforesaid means shall be deemed as being present.</p> <p>After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least 2 business days prior to the physical meeting date.</p> | <p><b>Article 50</b> The venue of <b>the general meeting</b> shall be the domestic of the Company or the venue explicitly notified in the notice of <b>the general meeting</b>.</p> <p><b>A general meeting</b> shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in <b>a general meeting</b> in the aforesaid means shall be deemed as being present.</p> <p>After issuing the notice of <b>a general meeting</b>, the venue of the physical <b>general meeting</b> shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least 2 business days prior to the physical meeting date.</p> |
| <p>Article 46 During the general meeting, the Company will retain an attorney to issue legal opinion on the following matters and publish the same:</p> <ol style="list-style-type: none"> <li>(1) Whether the procedures of convening and holding the meeting comply with relevant laws or administrative regulations and the Articles of Association;</li> <li>(2) Whether the qualifications of the attendants and the convener are lawful and valid;</li> <li>(3) Whether the voting procedure and results are lawful and valid;</li> <li>(4) Other relevant issues as required by the Company.</li> </ol>  | <p><b>Article 51</b> During <b>the general meeting</b>, the Company will retain an attorney to issue legal opinion on the following matters and publish the same:</p> <ol style="list-style-type: none"> <li>(1) Whether the procedures of convening and holding the meeting comply with relevant laws or administrative regulations and <b>provisions of</b> the Articles of Association;</li> <li>(2) Whether the qualifications of the attendants and the convener are lawful and valid;</li> <li>(3) Whether the voting procedure and results are lawful and valid;</li> <li>(4) Other relevant issues as required by the Company.</li> </ol>  |

| Before amendment   | After amendment  |
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| Section 3 Convening of General Meeting   | Section 4 Convening of <b>General Meeting</b>  |
| <p>Article 47 An independent director has the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, within 10 days of receiving the proposal, submit written reply on its consent or disagreement to the convening an extraordinary general meeting.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days after the decision of the board of directors is made. If the board of directors does not approve the convening of an extraordinary general meeting, it shall explain the reasons and make a public announcement.</p> | <p><b>Article 52 The board of directors shall convene the general meeting on time within the prescribed period.</b></p> <p><b>As approved by more than half of all independent directors</b>, an independent director has the right to propose to the board of directors to convene an extraordinary <b>general meeting</b>. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, within 10 days of receiving the proposal, submit written reply on its consent or disagreement to the convening an extraordinary <b>general meeting</b>.</p> <p>If the board of directors agrees to convene an extraordinary <b>general meeting</b>, it shall issue a notice of meeting within 5 days after the decision of the board of directors is made. If the board of directors does not approve the convening of an extraordinary <b>general meeting</b>, it shall explain the reasons and make a public announcement.</p> |
| <p>Article 48 The board of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association, submit, within 10 days of receiving the proposal, written reply on his/her consent or disagreement to the convening an extraordinary general meeting.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a meeting notice within 5 days after the decision of the board of directors is made, which shall obtain the consent of the board of supervisors for the change(s) to the original proposal(s).</p>                                      | <p><b>Article 53 The audit committee</b> has the right to propose to the board of directors to convene an extraordinary <b>general meeting</b> in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association, submit, within 10 days of receiving the proposal, written reply on his/her consent or disagreement to the convening an extraordinary <b>general meeting</b>.</p> <p>If the board of directors agrees to convene an extraordinary <b>general meeting</b>, it shall issue a meeting notice within 5 days after the decision of the board of directors is made, which shall obtain the consent of <b>the audit committee</b> for the change(s) to the original proposal(s).</p>   |



| Before amendment  | After amendment   |
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| <p>If the board of directors disagrees to convene an extraordinary general meeting or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary general meeting, and the board of supervisors shall then convene and preside over such general meeting.</p>   | <p>If the board of directors disagrees to convene an extraordinary <b>general meeting</b> or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary <b>general meeting</b>, and <b>the audit committee</b> shall then convene and preside over such general meeting.</p>   |
| <p>Article 49 The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the board of directors to convene an extraordinary general meeting which shall be in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, submit a written reply on the consent or disagreement to convene an extraordinary within 10 days after receipt of the request.</p> <p>If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>If the board of directors does not agree to convene the extraordinary shareholders' meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to the board of supervisors to hold an extraordinary shareholders' meeting, and should be presented to the board of supervisors in writing.</p> | <p><b>Article 54</b> The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the board of directors to convene an extraordinary <b>general meeting</b> which shall be in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, submit a written reply on the consent or disagreement to convene an extraordinary general meeting within 10 days after receipt of the request.</p> <p>If the board of directors agrees to convene the extraordinary <b>general meeting</b>, it shall issue a notice of <b>general meeting</b> within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>If the board of directors does not agree to convene the extraordinary <b>general meeting</b>, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to <b>the audit committee</b> to hold an extraordinary <b>general meeting</b>, and should be presented to <b>the audit committee</b> in writing.</p> |

| Before amendment   | After amendment  |
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| <p>If the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>If the board of supervisors does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders' meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.</p> | <p>If <b>the audit committee</b> agrees to convene the extraordinary <b>general meeting</b>, it shall issue a notice of <b>general meeting</b> within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders.</p> <p>If <b>the audit committee</b> does not issue the notice of <b>general meeting</b> within the prescribed period, this is treated as <b>the audit committee</b> not convening and not holding <b>the general meeting</b>. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.</p> |
| <p>Article 50 When the board of supervisors or shareholders decides to convene a shareholders' meeting by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the stock exchange.</p> <p>Before publicly announcing the resolutions of the shareholders' meeting, the convening shareholders should not hold less than 10% of the shares.</p> <p>When the board of supervisors or the convening shareholder issues the notice for shareholders' meeting and publicly announce the resolutions of the shareholders' meeting, they should submit the relevant proof to the stock exchange.</p>  | <p><b>Article 55</b> When <b>the audit committee</b> or shareholders decides to convene <b>a general meeting</b> by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the stock exchange.</p> <p>When <b>the audit committee</b> or the convening shareholder issues the notice for <b>general meeting</b> and publicly announce the resolutions of <b>the general meeting</b>, they should submit the relevant proof to the stock exchange.</p> <p><b>Before publicly announcing the resolutions of the general meeting, the convening shareholders should not hold less than 10% of the shares.</b></p>   |
| <p>Article 51 When a shareholders' meeting is convened by the board of supervisors or by the shareholders, the board of directors and the secretary to the board of directors should assist. The board of directors will provide the register of shareholders on the date of registration of shareholding.</p>   | <p><b>Article 56</b> When <b>a general meeting</b> is convened by <b>the audit committee</b> or by the shareholders, the board of directors and the secretary to the board of directors should assist. The board of directors will provide the register of shareholders on the date of registration of shareholding.</p>   |
| <p>Article 52 The necessary expenses required for the general meetings convened by the board of supervisors or shareholders shall be borne by the Company.</p>   | <p><b>Article 57</b> The necessary expenses required for <b>the general meetings</b> convened by <b>the audit committee</b> or shareholders shall be borne by the Company.</p>   |

| Before amendment  | After amendment   |
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| Section 4 Proposals and Notices of General Meeting  | Section <b>5</b> Proposals and Notices of <b>General Meeting</b>  |
| Article 53 The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association. | <b>Article 58</b> The contents of the proposals to be raised shall be within the scope of duties of <b>the general meetings</b> . It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, <b>rules of the stock exchange(s)</b> on which the shares of the Company are listed and the Articles of Association. |

| Before amendment   | After amendment   |
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| <p>Article 54 When the Company convenes a shareholders' meeting, the board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall be entitled to propose motions to the Company.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written supplementary motion(s) to the convener of the board of directors 10 days before a shareholders' meeting is convened; the convener shall issue a supplementary notice of the shareholders' meeting announcing the contents of the supplementary motion(s) within two days after receipt of the said motion(s).</p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' general meeting, or add new proposals after issuing an announcement on the notice of shareholders' general meeting.</p> <p>The motion(s) that has/have not been set out in the notice of the shareholders' meeting or that is/are not in compliance with Article 53 shall not be voted or resolved on at the general meeting.</p> | <p><b>Article 59</b> When the Company convenes a <b>general meeting</b>, the board of directors, <b>the audit committee</b> and shareholder(s) individually or jointly holding more than <b>1%</b> of the Company's shares shall be entitled to propose motions to the Company.</p> <p>Shareholder(s) individually or jointly holding more than <b>1%</b> of the Company's shares may submit a written supplementary motion(s) to the convener of the board of directors 10 days before a <b>general meeting</b> is convened; the convener shall issue a supplementary notice of <b>the general meeting</b> announcing the contents of the supplementary motion(s) within two days after receipt of the said motion(s) <b>and submit such supplementary motion(s) to the general meeting for consideration, unless the supplementary motion(s) are in violation of laws, administrative regulations, rules of the stock exchange(s) on which the shares of the Company are listed or the provisions of the Articles of Association, or do not fall within the terms of reference of the general meeting.</b></p> <p>Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of <b>general meeting</b>, or add new proposals after issuing an announcement on the notice of <b>general meeting</b>.</p> <p>The motion(s) that has/have not been set out in the notice of <b>the general meeting</b> or that is/are not in compliance with <b>the Articles of Association</b> shall not be voted or resolved on at the <b>general meeting</b>.</p> |

| Before amendment   | After amendment   |
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| <p>Article 55 A written notice convening the annual general meeting shall be given by the convener not less than 21 days before the date of the meeting to notify all shareholders of the meeting; whereas a written notice of the extraordinary general meeting shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting.</p> <p>The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.</p> <p>If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.</p> | <p><b>Article 60</b> A written notice convening <b>the general meeting</b> shall be given by the convener not less than 21 days before the date of the annual <b>general meeting</b> to notify all shareholders of the meeting; whereas a written notice of the extraordinary <b>general meeting</b> shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting.</p> <p>The calculation of the abovementioned period shall not include <b>the date of the meeting is convened</b>.</p> <p>If there are any special requirements <b>by the rules of the stock exchange(s)</b> on which the shares of the Company are listed, such requirements shall prevail.</p> |

| Before amendment  | After amendment  |
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| Article 56 Notice of the shareholders' meeting includes the following:  | <b>Article 61</b> Notice of <b>the general meeting</b> includes the following:   |
| (I) The time, venue and duration of the meeting;  | (I) The time, venue and duration of the meeting;   |
| (II) Matters and proposals that shall be submitted to the meeting for consideration;  | (II) Matters and proposals that shall be submitted to the meeting for consideration;   |
| (III) Contains a clear statement that all ordinary shareholders (including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company; | (III) Contains a clear statement that all ordinary shareholders (including preferred stock shareholders with voting rights restored)) entitled to attend such <b>general meeting</b> and may appoint proxies in writing to attend and vote at such general meeting on his behalf and that such proxy need not be a shareholder of the Company; |
| (IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;  | (IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the <b>general meeting</b> ;   |
| (V) The names and telephone numbers of the standing contact persons for the meeting;  | (V) The names and telephone numbers of the standing contact persons for the meeting;   |
| (VI) The time and procedure for voting online or through other means.   | (VI) The time and procedure for voting online or through other means.  |

| Before amendment  | After amendment  |
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| <p>There shall be not more than 7 business days between the date of record and the date of the general meeting. The regulatory rule(s) authority(ies) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed. The date of record shall not be changed once determined.</p> <p>Details of all proposals shall be fully and completely disclosed in the notice of general meeting and its supplementary notice. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of general meeting or a supplementary notice shall, when given, disclose the opinions and reasons of the independent directors in advance or at the same time.</p> <p>The starting time for voting online or by other means shall not be earlier than 3:00 pm on the day immediately preceding the date on which the general meeting is to be held or later than 9:30 am on the day the general meeting is held and shall not close earlier than 3:00 pm on the day the general meeting is concluded.</p> | <p>There shall be not more than 7 business days between the date of record and the date of the general meeting. <b>The rules of the stock exchange(s) on which</b> the shares of the Company are listed provide otherwise, such provisions shall be followed. The date of record shall not be changed once determined.</p> <p>Details of all proposals shall be fully and completely disclosed in the notice of <b>general meeting</b> and its supplementary notice.</p> <p>The starting time for voting online or by other means shall not be earlier than 3:00 pm on the day immediately preceding the date on which <b>the general meeting</b> is to be held or later than 9:30 am on the day <b>the general meeting</b> is held and shall not close earlier than 3:00 pm on the day <b>the general meeting</b> is concluded.</p> |

| Before amendment  | After amendment   |
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| <p>Article 57 In the event that the election of directors and supervisors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors and supervisors, and shall at least include the following particulars:</p> <p>(I) their educational backgrounds, work experiences, part-time jobs and other personal details;</p> <p>(II) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;</p> <p>(III) the number of shares of the Company they hold;</p> <p>(IV) whether or not they have been penalized by CSRC and other relevant departments, and disciplined by the stock exchange.</p> <p>Except for the cumulative voting system for the election of directors and supervisors, each candidate of director or supervisor shall be proposed in a separate proposal.</p> | <p><b>Article 62</b> In the event that the election of directors is to be discussed at <b>a general meeting</b>, the notice of <b>general meeting</b> shall fully disclose details of candidates for <b>the directors</b>, and shall at least include the following particulars:</p> <p>(I) their educational backgrounds, work experiences, part-time jobs and other personal details;</p> <p>(II) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;</p> <p>(III) the number of shares of the Company they hold;</p> <p>(IV) whether or not they have been penalized by CSRC and other relevant departments, and disciplined by the stock exchange.</p> <p>Except for the cumulative voting system for the election of directors, each candidate of director shall be proposed in a separate proposal.</p> |
| <p>Article 58 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement, together with the reasons for such delay or cancellation, at least 2 business days before the scheduled date of the meeting. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.</p>   | <p><b>Article 63</b> After issuance of the notice for <b>the general meeting</b>, <b>the general meeting</b> shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement, together with the reasons for such delay or cancellation, at least 2 business days before the scheduled date of the meeting. If <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.</p>   |



| Before amendment  | After amendment  |
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| Section 5 Convening of General Meeting  | Section 6 Convening of <b>General Meeting</b>  |
| Article 59 The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation. | <b>Article 64</b> The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of <b>a general meeting</b> . They shall take measures to prevent any interference with <b>the general meeting</b> , disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation. |
| Article 60 All ordinary shareholders (including the preference shareholders with voting rights resumed) or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.   | <b>Article 65</b> All ordinary shareholders (including the preference shareholders with voting rights resumed) or their proxies registered on the date of registration shall have the right to attend and vote at <b>the general meeting</b> in accordance with relevant laws, regulations and the Articles of Association.  |
| A shareholder may attend the general meeting in person, and may also appoint other person as his/her proxy(ies) to attend the meeting and vote on his/her behalf.   | A shareholder may attend <b>the general meeting</b> in person, and may also appoint other person as his/her proxy(ies) to attend the meeting and vote on his/her behalf.   |

| Before amendment   | After amendment   |
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| <p>Article 61 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself and stock account card. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.</p> <p>For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.</p> | <p><b>Article 66</b> In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other <b>valid documents or proof capable of</b> identifying himself/herself. In the event that a proxy attends the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.</p> <p>For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that <b>a proxy</b> attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.</p> |

| Before amendment   | After amendment  |
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| <p>Article 62 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:</p> <p>(I) the name of the proxy;</p> <p>(II) whether the proxy has the right to vote;</p> <p>(III) the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;</p> <p>(IV) the signing date and validity of the power of attorney;</p> <p>(V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.</p> | <p><b>Article 67</b> The power of attorney issued by a shareholder to appoint another person to attend <b>a general meeting</b> shall contain the following particulars:</p> <p>(I) <b>name or title of the appointer, class and number of shares held in the Company;</b></p> <p>(II) <b>name or title of the proxy;</b></p> <p>(III) <b>specific instructions from shareholders, including instructions to cast affirmative, negative or abstention votes on each review issue listed in the agenda of the general meeting;</b></p> <p>(IV) the signing date and validity of the power of attorney;</p> <p>(V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.</p> |
| <p>Article 63 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.</p>  | <p><b>Article 68</b> Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit. <b>If no instruction is given, the proxy is deemed to vote as he/she thinks fit.</b></p>  |

| Before amendment   | After amendment   |
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| <p>Article 64 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.</p> <p>In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.</p> <p>If the shareholder is a Recognized Clearing House (or its agent), the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any general meeting; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by the respective proxies appointed by the Recognized Clearing House. The persons thus authorized may attend the meetings and exercise rights on behalf of the Recognized Clearing House as if the said persons were the natural person shareholders of the Company.</p> | <p><b>Article 69</b> In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.</p> <p>In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at <b>the general meeting</b> of the Company.</p> <p>If the shareholder is a Recognized Clearing House (or its agent), the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any <b>general meeting</b>; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by the respective proxies appointed by the Recognized Clearing House. The persons thus authorized may attend the meetings and exercise rights on behalf of the Recognized Clearing House as if the said persons were the natural person shareholders of the Company.</p> |

| Before amendment  | After amendment   |
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| Article 65 A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, domicile, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.   | <b>Article 70</b> A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), <b>identity card numbers, the number of voting shares held or represented by each attendant</b> and names (or name of organizations) of the proxies.   |
| Article 66 The convener and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of members provided by the securities depository and clearing house, and record the names of shareholders and the number of voting shares held by them. If the regulatory rules of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.<br><br>Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them. | <b>Article 71</b> The convener and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of members provided by the securities depository and clearinghouse, and record the names of shareholders and the number of voting shares held by them. If <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.<br><br>Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them. |
| Article 67 During a general meeting, all the directors and supervisors of the Company and secretary to the board of directors shall be present at the meeting. The president and other senior management shall also attend the meeting.   | <b>Article 72 In the event of directors and senior management are required to attend the meeting, the directors and senior management shall attend the meeting for answering queries raised by the shareholder. Subject to the rules of the stock exchange(s) on which the shares of the Company are listed, the aforesaid persons may attend the meeting through the Internet, video, telephone or other means with the same effect.</b>   |

| Before amendment  | After amendment   |
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| <p>Article 68 The chairman of the board of directors shall preside over the general meeting. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the chairman of the meeting.</p> <p>A general meeting convened by the board of supervisors on its own shall be chaired by the chairman of the board of supervisors. In the event that the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors of the Company shall chair the meeting.</p> <p>A general meeting convened by shareholders on their own shall be chaired by a representative elected by the convener.</p> <p>During a general meeting, in the event that the chairman of the meeting violates the procedural rules so that the general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of shareholders with a simple majority of the voting rights present at the meeting.</p> | <p><b>Article 73</b> The chairman of the board of directors shall preside over <b>the general meeting</b>. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, <b>more than half of</b> the directors may elect a director to convene and act as the chairman of the meeting.</p> <p><b>A general meeting</b> convened by <b>the audit committee</b> on its own shall be chaired <b>by the convener of the audit committee</b>. In the event that <b>the convener of the audit committee</b> is unable or fails to perform his/her duties, <b>a member of audit committee jointly elected by more than half of the members of audit committee of the Company shall chair the meeting</b>.</p> <p><b>A general meeting</b> convened by shareholders on their own shall be chaired by a representative elected by the convener.</p> <p>During <b>a general meeting</b>, in the event that the chairman of the meeting violates the procedural rules so that <b>the general meeting</b> cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of shareholders with a simple majority of the voting rights present at the meeting.</p> |

| Before amendment  | After amendment   |
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| Article 69 The Company shall formulate the rules of procedures for general meeting and specify in details the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, adoption of resolutions, minutes of meeting and their signing, public announcements, as well as principles of authorization to the board of directors by the general meeting. The scope of authorisation shall be specified in details. The rules of procedures for general meeting shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by the general meeting. | <b>Article 74</b> The Company shall formulate the rules of procedures for <b>general meeting</b> and specify in details the procedure for <b>convening, holding</b> and voting at <b>the general meeting</b> , including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, adoption of resolutions, minutes of meeting and their signing, public announcements, as well as principles of authorization to the board of directors by <b>the general meeting</b> . The scope of authorisation shall be specified in details. The rules of procedures for general meeting shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by <b>the general meeting</b> . |
| Article 70 In the annual general meeting, the board of directors and the board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.  | <b>Article 75</b> In the annual general meeting, <b>the board of directors</b> shall report their work during the past year to <b>the general meeting</b> . Each independent director shall also present a work report.   |
| Article 71 Directors, supervisors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.  | <b>Article 76 Directors and senior management</b> shall explain and answer the enquiries and suggestions from shareholders at <b>the general meeting</b> .  |
| Article 73 Minutes of the general meeting of shareholders shall be prepared by the secretary to the board of directors and the following shall be recorded therein:<br><br>(I) the time, the venue, the agenda and the name or the designation of the convener of the meeting;<br><br>(II) the names of the chairman of the general meeting of shareholders, and names of the directors, the supervisors, president and other senior management officers who are present at or attend the meeting;<br><br>.....   | <b>Article 78</b> Minutes of <b>the general meeting</b> of shareholders shall be prepared by the secretary to the board of directors and the following shall be recorded therein:<br><br>(I) the time, the venue, the agenda and the name or the designation of the convener of the meeting;<br><br>(II) the names of the chairman of the general meeting of shareholders, and names of the <b>directors and senior management</b> who attend the meeting;<br><br>.....   |

| Before amendment  | After amendment   |
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| Article 74 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the convener or his/her representative and the chairperson shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.  | <b>Article 79</b> The convener shall ensure that the contents of the minutes are true, accurate and complete. The <b>directors, the secretary to the board of directors</b> , the convener or his/her representative and the chairperson who are present at <b>or attend</b> the meeting shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.  |
| Article 75 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the regulatory rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with. | <b>Article 80</b> The convener shall ensure <b>the general meeting</b> of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of <b>the general meeting</b> or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end <b>the general meeting</b> directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed have special provisions on the termination and extension of <b>the general meeting</b> , such provisions shall be complied with. |



| Before amendment   | After amendment   |
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| Section 6 Voting and Resolutions at General Meetings   | Section 7 Voting and Resolutions at <b>General Meetings</b>   |
| <p>Article 76 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.</p> <p>Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.</p>   | <p><b>Article 81</b> Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at <b>the general meeting</b>.</p> <p>Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) present at <b>the general meeting</b>.</p>  |
| <p>Article 77 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) Work reports of the board of directors and the board of supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(III) Appointment and removal of the members of the board of directors and the members of the board of supervisors who are not employee representatives, their remuneration and the method of payment thereof;</p> <p>(IV) Annual budget proposals, final account plans of the Company;</p> <p>(V) The Company's annual report;</p> <p>(VI) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association.</p> | <p><b>Article 82</b> The following matters shall be approved by ordinary resolutions at <b>a general meeting</b>:</p> <p>(I) Work reports of <b>the board of directors</b>;</p> <p>(II) Profit distribution plans and loss recovery plans <b>formulated</b> by the board of directors;</p> <p>(III) Appointment and removal of <b>the members of the board of directors</b>, their remuneration and the method of payment thereof;</p> <p>(IV) The Company's annual report;</p> <p>(V) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s) on which the Company's shares are listed</b> or the Articles of Association.</p> |

| Before amendment   | After amendment  |
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| <p>Article 78 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) Increase or reduction in registered capital of the Company;</p> <p>(II) Division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(III) Revision of the Articles of Association;</p> <p>(IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;</p> <p>(V) The equity incentive plans;</p> <p>(VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.</p> | <p><b>Article 83</b> The following matters shall be approved by special resolutions at <b>a general meeting</b>:</p> <p>(I) Increase or reduction in registered capital of the Company;</p> <p>(II) Division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(III) Revision of the Articles of Association;</p> <p>(IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;</p> <p>(V) The equity incentive plans;</p> <p>(VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s) on which the Company's shares are listed</b> or the Articles of Association as well as any other matters considered by an ordinary resolution at <b>a general meeting</b> that it may have material impact on the Company and accordingly shall be approved by a special resolution.</p> |

| Before amendment  | After amendment  |
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| <p>Article 79 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.</p> <p>When material issues affecting the interests of small and medium-sized investors are being considered at the shareholders' meeting, the votes on small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.</p> <p>The Company has no voting right for the shares it holds, and such shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.</p> | <p><b>Article 84</b> Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.</p> <p>When material issues affecting the interests of small and medium-sized investors are being considered at <b>the general meeting</b>, the votes on small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner. Where <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.</p> <p>The Company has no voting right for the shares it holds, and such shares shall be excluded from the total number of voting shares represented by the shareholders attending <b>the general meeting</b>.</p> <p>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at <b>a general meeting</b>.</p> |

| Before amendment   | After amendment   |
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| <p>The board of directors of the Company, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC may collect voting rights from the shareholders publicly. While collecting votes from the shareholders, sufficient information such as specific voting preference shall be disclosed to the persons whose voting rights are being collected. No consideration or other form of de facto consideration shall be offered to collect the voting rights from the shareholders. Save for statutory conditions, the Company shall not impose any restriction on minimum shareholdings in collecting the voting rights.</p> <p>Pursuant to the regulatory rules of the place where the Company's shares are listed, whereas any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p> | <p>The board of directors of the Company, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC may collect voting rights from the shareholders publicly. While collecting votes from the shareholders, sufficient information such as specific voting preference shall be disclosed to the persons whose voting rights are being collected. No consideration or other form of de facto consideration shall be offered to collect the voting rights from the shareholders. Save for statutory conditions, the Company shall not impose any restriction on minimum shareholdings in collecting the voting rights.</p> <p>Pursuant to <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed, whereas any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p> |

| Before amendment  | After amendment  |
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| <p>Article 80 When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the shareholders' general meeting shall be made to fully disclose the way of voting of unrelated shareholders.</p> <p>For approval of related party transactions at the Company' general meeting, the related shareholders shall, prior to the approval at the general meeting, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to the general meeting prior to approval of the relevant case at the general meeting. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at the general meeting, examination and approval of such application shall be made first.</p> <p>After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.</p> | <p><b>Article 85</b> When <b>the general meeting</b> considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of <b>the general meeting</b> shall be made to fully disclose the way of voting of unrelated shareholders.</p> <p>For approval of related party transactions at the Company' <b>general meeting</b>, the related shareholders shall, prior to the approval at <b>the general meeting</b>, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to <b>the general meeting</b> prior to approval of the relevant case at <b>the general meeting</b>. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at <b>the general meeting</b>, examination and approval of such application shall be made first.</p> <p>After conclusion of <b>the general meeting</b>, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate refusal, other shareholders who attend <b>the general meeting</b> shall put the relevant case for examination and approval. The voting results and other resolutions passed at <b>the general meeting</b> are equally valid.</p> |

| Before amendment  | After amendment  |
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| Article 81 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.  | <b>Article 86</b> The Company shall not enter into any contract with anyone other than a director, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at <b>a general meeting</b> by way of special resolution.   |
| Article 82 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:<br><br>(I) The board of directors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for director(s);<br><br>(II) The board of directors, the board of supervisors and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;<br><br>(III) The board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative(s); | <b>Article 87</b> The list of candidate of <b>directors</b> shall be submitted to <b>the general meeting</b> as a proposal for voting. The method and procedures for nomination of <b>directors</b> are as follows:<br><br>(I) The board of directors and shareholder(s) individually or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for director(s);<br><br>(II) <b>The board of directors, the audit committee</b> and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;<br><br>(III) <b>The director(s) representing employees in the board of directors</b> shall be elected from the general meeting of employee representative(s); |

| Before amendment  | After amendment  |
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| <p>(IV) The supervisor(s) representing employees in the board of supervisors shall be elected from the general meeting of employee representative(s);</p> <p>(V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting. If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.</p> <p>The board of directors shall issue an announcement or a circular on the biography and basic information of the candidate for director(s) and supervisor(s) to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of the regulatory rules at the place where the shares of the Company are listed.</p> <p>When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately from that of the non-independent directors.</p> | <p>(IV) When the shareholders nominate director(s), independent director(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening <b>the general meeting</b>. If there are any special requirements by <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed, such requirements shall prevail.</p> <p>The board of directors shall issue an announcement or a circular on the biography and basic information of <b>the candidate for director(s)</b> to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed.</p> <p>When voting on the election of <b>director(s)</b> at <b>the general meeting</b>, the cumulative voting system may be used in accordance with the requirements of <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed, provisions of the Articles of Association or the resolutions at <b>the general meeting</b>. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more <b>directors</b>, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately from that of the non-independent directors.</p> |

| Before amendment   | After amendment  |
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| Cumulative voting mentioned in the preceding paragraph means that when directors or supervisors are being elected at a shareholders' meeting, each share has the same voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a centralized manner.   | Cumulative voting mentioned in the preceding paragraph means that when <b>directors</b> are being elected at <b>a general meeting</b> , each share has the same voting rights as the number of candidates for <b>directors</b> , and the shareholders' voting rights may be used in a centralized manner.  |
| Article 83 Save as those under the cumulative voting system, the shareholders' meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the shareholders, meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the shareholders' meeting.          | <b>Article 88</b> Save as those under the cumulative voting system, <b>the general meeting</b> will resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals will be voted on and resolved in the order of time at which they are submitted. Unless <b>the general meeting</b> is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals will neither be shelved nor refused at <b>the general meeting</b> .  |
| Article 84 When the motions is being considered at the general meeting, no amendment to the motion shall be made, otherwise such amendment shall be considered as a new motion which cannot be voted in the general meeting of this time.  | <b>Article 89</b> When the motions is being considered at <b>the general meeting, if amended, such amendment shall be</b> considered as a new motion which cannot be voted in <b>the general meeting</b> of this time.   |
| Article 86 Voting at the general meeting shall record the names of the voters.   | <b>Article 91</b> Voting at <b>the general meeting</b> shall record the names of the voters.   |
| Article 87 Before a resolution is voted on at a general meeting, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is connected with the matter to be considered and proxies of such shareholder shall not participate in vote counting or scrutinising.<br><br>When voting takes place on a proposal at a general meeting, lawyers and representatives of shareholders and supervisors shall be jointly responsible for vote counting and scrutinizing. | <b>Article 92</b> Before a resolution is voted on at <b>a general meeting</b> , two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is connected with the matter to be considered and proxies of such shareholder shall not participate in vote counting or scrutinising.<br><br>When voting takes place on a proposal at <b>a general meeting, lawyers and representatives of shareholders</b> shall be jointly responsible for vote counting and scrutinizing, <b>and shall announce the voting results on the spot, voting results of which shall be recorded in the meeting minutes.</b> |



| Before amendment   | After amendment  |
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| Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system.  | Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system.  |
| <p>Article 88 The on-the-spot General Meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results.</p> <p>All parties involved in the voting on the spot, online or by any other means at the General Meeting, including the Company, vote counters, scrutineers, major shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.</p>   | <p><b>Article 93</b> The on-the-spot <b>general meeting</b> shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results.</p> <p>All parties involved in the voting on the spot, online or by any other means at <b>the general meeting</b>, including the Company, vote counters, scrutineers, <b>shareholders</b> and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.</p>   |
| <p>Article 89 Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.</p> <p>Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained".</p> | <p><b>Article 94</b> Shareholders (including proxies) present at <b>a general meeting</b> shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.</p> <p>Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained".</p> |

| Before amendment  | After amendment  |
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| Article 91 Resolutions passed at the meeting shall be immediately announced in accordance with the rules of the stock exchange where the Company's shares are publicly traded. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly. | <b>Article 96</b> Resolutions passed at <b>the general meeting</b> shall be immediately announced in accordance with <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly. |
| Article 92 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.  | <b>Article 97</b> Where a proposal has not been passed or the resolutions of the preceding <b>general meeting</b> have been changed at the current <b>general meeting</b> , special mention shall be made in the announcement of the resolutions of <b>the general meeting</b> .   |
| Article 93 Where a proposal on election of directors or supervisors is passed at the general meeting, the term of office of a new director or supervisor shall commence on the date on which resolutions of the shareholders' general meeting are approved, unless otherwise provided in the resolution of the general meeting.   | <b>Article 98</b> Where a proposal on election of directors is passed at <b>the general meeting</b> , the term of office of a new director shall commence on the date on which resolutions of <b>the general meeting</b> are approved, unless otherwise provided in the resolution of <b>the general meeting</b> .   |
| Article 94 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within 2 months after conclusion of the general meeting.   | <b>Article 99</b> Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at <b>the general meeting</b> , the Company shall implement the specific scheme within 2 months after conclusion of <b>the general meeting</b> .  |

| Before amendment  | After amendment   |
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| Chapter 5 Board of Directors  | Chapter 5 <b>Directors</b> and Board of Directors   |
| Section 1 Directors   | Section 1 <b>General Provisions of Directors</b>  |
| <p>Article 95 Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances:</p> <p>(I) Being without civil capacity or with only limited civil capacity;</p> <p>(II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market and 5 years have not elapsed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and 5 years have not elapsed since the completion date of the execution of the penalty;</p> <p>(III) Having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and 3 years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> | <p><b>Article 100</b> Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances:</p> <p>(I) Being without civil capacity or with only limited civil capacity;</p> <p>(II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market; <b>or he has ever been deprived of his political rights due to any crime and 5 years have not elapsed since the completion date of the execution of the penalty; in case of suspension of sentence, no more than two years have elapsed since the date of expiration of the probationary period;</b></p> <p>(III) Having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and 3 years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> |

| Before amendment   | After amendment  |
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| <p>(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and 3 years have not elapsed since the date of the revocation of the business license thereof;</p> <p>(V) He has a relatively large amount of debt which is due but has not been paid;</p> <p>(VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective;</p> <p>(VII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the Listing Rules.</p> <p>The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove a director if any of the circumstances stated in this Article applies during his term of office.</p> | <p>(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and 3 years have not elapsed since the date of the revocation of the business license or <b>order of closure</b> of that company or enterprise;</p> <p>(V) The person is <b>listed as a dishonest person subject to enforcement by the people's Court</b> due to he/she has a relatively large amount of debt which is due but has not been paid;</p> <p>(VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective;</p> <p>(VII) <b>The person is publicly determined by the stock exchange(s) on which the Company's shares are listed to be unfit to serve as directors or members of senior management of listed companies, and the term has not expired;</b></p> <p>(VIII) The person is otherwise disqualified by the laws, administrative regulations, departmental rules and <b>the rules of the stock exchange(s) on which the Company's shares are listed.</b></p> <p>The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove him/her from his/her office and <b>suspend his/her performance of duties</b> if any of the circumstances stated in this Article applies during his/her term of office.</p> |

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| <p>Article 96 Directors shall be elected and changed by the shareholders at general meetings and can be removed from office before the end of term of office. The directors shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and the regulatory rules of the place where the shares of the Company are listed.</p> <p>The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the provisions of the Articles of Association until a new director is elected and assumes office.</p> <p>A director's post may be assumed by president or other senior management members. But the total number of the directors who also serve as president or other senior management members and the directors as staff representative (if any), shall not exceed one half of the total number of directors.</p> | <p><b>Article 101</b> Directors shall be elected and changed by the shareholders at <b>general meetings</b> and can be removed from office before the end of term of office. The directors shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed.</p> <p>The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed and the provisions of the Articles of Association until a new director is elected and assumes office.</p> <p>A director's post may be assumed by <b>senior management</b>. But the total number of the <b>directors</b> who also serve as <b>senior management</b> and the directors as staff representative, shall not exceed one half of the total number of directors.</p> <p><b>The Company sets up one director, who shall be elected from employee representatives. The employee director shall be elected and removed by the employees of the Company through the employees' representative congress, which shall not be required to be submitted to the general meeting of the Company for review.</b></p> |

| Before amendment   | After amendment  |
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| <p>Article 97 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows:</p> <p>(I) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company;</p> <p>(II) not to misappropriate the funds of the Company;</p> <p>(III) not to set up accounts in his/her own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;</p> <p>(IV) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the Shareholders' general meeting or the board of directors in contravention of the provisions of the Articles of Association;</p> <p>(V) not to enter into contracts or carry out transactions with the Company in contravention of the provisions of the Articles of Association or without the consent of the shareholders' general meeting;</p> | <p><b>Article 102</b> Directors shall comply with the laws, administrative regulations and <b>provisions of the Articles of Association, and shall bear obligation of fiduciary for the Company, shall take measures to avoid conflict their own interest with those of the Company, and they shall not take advantage of their authority to seek illegitimate interests.</b></p> <p><b>Directors shall bear obligation of fiduciary for the Company as follows:</b></p> <p>(I) <b>shall not embezzle property or misappropriate funds of the Company;</b></p> <p>(II) <b>shall not deposit funds of the Company into accounts under his own name or the name of other individuals;</b></p> <p>(III) <b>shall not take advantage of power to accept bribes or other illegal income;</b></p> <p>(IV) <b>shall not enter into contracts or effect transactions with the Company, directly or indirectly, without such contracts or transactions being resolved and passed by the board of directors or the general meeting in accordance with the provisions of the Articles of Association;</b></p> <p>(V) <b>shall not take advantage of their positions to seek business opportunities belonging to the Company for themselves or others, save for the following circumstances: they have report the matter to and obtained approval from the board of directors or the general meeting by way of a resolution in accordance with the provisions of the Articles of Associations; or the Company is unable to take advantage of such business opportunities in accordance with the provisions of the laws, the administrative regulations or the provisions of the Articles of Association;</b></p> |

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| <p>(VI) not to, without the consent of the shareholders' general meeting, abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons;</p> <p>(VII) not to misappropriate commissions derived from transactions entered into by the Company;</p> <p>(VIII) not to disclose confidential information of the Company without authorization;</p> <p>(IX) not to damage the interests of the Company by taking advantage of his/her connections with the Company;</p> <p>(X) other faithful obligations as required by the laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.</p> <p>Income gained by Directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages.</p> | <p>(VI) <b>shall not engage in any business similar to those of the Company for himself/herself or others without reporting the matter to the board of directors or the general meeting and obtaining approval from the board of directors or the general meeting by way of a resolution in accordance with the Articles of Association;</b></p> <p>(VII) not to misappropriate commissions derived from transactions entered into by the Company;</p> <p>(VIII) not to disclose confidential information of the Company without authorization;</p> <p>(IX) not to damage the interests of the Company by taking advantage of his/her connections with the Company;</p> <p>(X) other faithful obligations as required by the laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s) on which the shares of the Company are listed</b> and the Articles of Association.</p> <p>Income gained by Directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages.</p> <p><b>When close relatives of directors or members of the senior management, enterprises directly or indirectly controlled by directors, members of the senior management or their close relatives, and other related parties having other affiliations with directors or members of the senior management enter into contracts or conduct transactions with the Company, the provisions of item (IV) of paragraph 2 of this Article shall apply.</b></p> |



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| <p>Article 98 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they:</p> <p>(I) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;</p> <p>(II) shall treat all shareholders fairly;</p> <p>(III) shall stay abreast of the operations and management of businesses of the Company;</p> <p>(IV) shall provide signatory confirmation for the periodic reports of the Company; ensure that the information disclosed by the Company is true, accurate, and complete;</p> <p>(V) shall truthfully provide relevant information and data to the board of supervisors of the Company, and shall not obstruct the board of supervisors or supervisors from performing their duties;</p> <p>(VI) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.</p> | <p><b>Article 103</b> Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, <b>fulfil duties of diligence to the Company, with reasonable care that managers are ordinarily required to exercise for the best interests of the Company:</b></p> <p><b>Directors shall fulfil duties of diligence to the Company as follows:</b></p> <p>(I) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;</p> <p>(II) shall treat all shareholders fairly;</p> <p>(III) shall stay abreast of the operations and management of businesses of the Company;</p> <p>(IV) shall provide signatory confirmation for the periodic reports of the Company; ensure that the information disclosed by the Company is true, accurate, and complete;</p> <p>(V) shall truthfully provide relevant information and data to <b>the audit committee</b> of the Company, and shall not obstruct <b>the audit committee</b> from performing their duties;</p> <p>(VI) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s) on which the shares of the Company are listed</b> and the Articles of Association.</p> |



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| Article 99 If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.   | <b>Article 104</b> If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to <b>the general meeting</b> for replacement.   |
| Article 100 A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days.<br><br>In the event that the resignation of any Director during his term of office results in the number of members of the board of directors being less than the statutory minimum requirement, the existing Directors shall continue to perform their duties in accordance with the law, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association until the re-elected Directors assume their office.<br><br>Except under the aforesaid circumstances, the resignation of a director shall become effective when the report of resignation is served on the board of directors. | <b>Article 105</b> A director may <b>resign</b> prior to the expiry of his term of service. <b>When a director intends to resign, he shall submit a written resignation to the Company, and the resignation shall take effect on the date of receipt of the resignation report by the Company. The Company shall disclose the relevant circumstances within two trading days.</b><br><br>In the event that <b>the resignation of</b> any Director during his term of office results in the number of members of the board of directors being less than the statutory minimum requirement, the existing Directors shall continue to perform their duties in accordance with the law, administrative regulations, departmental rules, <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed and the Articles of Association until the re-elected Directors assume their office. |

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| <p>Article 101 When a director's resignation takes effect or when his term of service expires, the director shall complete all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall continue in effect for a period of three years after the effective date of his resignation as a director or after the expiration of his term of office. However, the director's obligation to maintain the confidentiality of the Company's trade secrets shall survive until such secrets enter the public domain instead of being limited to three years.</p> | <p><b>Article 106</b> When a director's <b>resignation</b> takes effect or when his term of service expires, the director shall complete all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall continue in effect for a period of three years after the effective date of his <b>resignation</b> as a director or after the expiration of his term of office. However, the director's obligation to maintain the confidentiality of the Company's trade secrets shall survive until such secrets enter the public domain instead of being limited to three years. <b>Responsibilities that should be undertaken by a director in connection with his or her performance of duties during his or her term of office shall not be waived or terminated as a result of such director leaving office.</b></p> |
| <p><b>Adding Article 107</b></p>  | <p><b>Article 107</b> The general meeting may resolve to remove a director, with the removal taking effect on the date the resolution is made. If the director is removed before the expiration of the term of office without proper cause reason, the director may request the Company for compensation.</p>  |
| <p>Article 103 If a director violates the laws, administrative regulations, departmental regulations, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for compensation.</p>   | <p><b>Article 109</b> Where a director causes damage to other party(ies) in performing his/her duties, the Company shall be liable for compensation. The director shall be liable for compensation if there is intentionality or gross negligence on his/her part.</p> <p>If a director violates the laws, administrative regulations, departmental regulations, <b>the rules of the stock exchange(s)</b> on which the Company's shares are listed or the Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for compensation.</p>   |

| Before amendment   | After amendment   |
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| Article 104 Independent directors shall act in accordance with the relevant provisions of laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Company's work system for independent directors.  | <b>Delete</b>   |
| Article 105 The Company shall set up a board of directors, which shall be accountable to the general meeting.  | <b>Article 110</b> The Company shall set up a board of directors, which shall be accountable to <b>the general meeting</b> .  |
| <p>Article 106 The board of directors consists of eight directors, including three independent directors.</p> <p>The board of directors of the Company shall establish the audit committee, and establish relevant special committees such as the strategic development committee, the nomination committee, the remuneration committee, etc. Each special committee shall be accountable to the board of directors and perform the duties prescribed by the Articles of Association and the board of directors. Any proposals shall be submitted to the board of directors for consideration and approval. All member of the special committees shall be directors, among which, the majority of the members of the audit committee, the nomination committee, the remuneration committee shall be independent directors who also convene the meeting of such committees. The convener of the audit committee shall be an accounting professional. The board of directors shall be responsible for formulating the working rules of the designated committees and governing the operation of the designated committees.</p> | <p><b>Article 111</b> The board of directors consists of <b>nine</b> directors, including three independent directors and <b>one employee director. The board of directors shall have one chairman and one vice-chairman. The chairman and vice-chairman shall be elected by more than half of all directors of the board of directors.</b></p> |

| Before amendment   | After amendment   |
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| <p>Article 107 The board of directors shall exercise the following functions and powers:</p> <p>(I) To convene general meetings and reporting its work to the general meetings;</p> <p>(II) To implement resolutions of general meetings;</p> <p>(III) To resolve on the Company's business plans and investment plans;</p> <p>(IV) To prepare the Company's annual financial budgets and final accounting plans;</p> <p>(V) To prepare the Company's profit distribution plans and loss recovery plans;</p> <p>(VI) To formulate the plan for increase or reduction of the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;</p> <p>(VII) To prepare plans for the material acquisitions, purchase of shares of the Company or Company's merger, division, dissolution and change of the Company form;</p> <p>(VIII) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, creation of mortgage on the Company's assets, provision of guarantees, wealth management entrustment, connected transactions and external donations;</p> | <p><b>Article 112</b> The board of directors shall exercise the following functions and powers:</p> <p>(I) To convene <b>general meetings</b> and reporting its work to <b>the general meetings</b>;</p> <p>(II) To implement resolutions of <b>general meetings</b>;</p> <p>(III) To resolve on the Company's business plans and investment plans;</p> <p>(IV) To formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(V) To formulate plans for the increase or decrease of registered capital, issuance of bonds or other securities and listing of the Company;</p> <p>(VI) To prepare plans for the material acquisitions, purchase of shares of the Company or Company's merger, division, dissolution and change of the Company form;</p> <p>(VII) Within the scope authorized by <b>the general meeting</b>, to decide, among others, the Company's external investment, purchase and sale of assets, creation of mortgage on the Company's assets, provision of guarantees, wealth management entrustment, connected transactions and external donations;</p> <p>(VIII) To decide on the internal management structure of the Company;</p> |

| Before amendment   | After amendment  |
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| (IX) To decide on the internal management structure of the Company;  | (IX) To decide to appoint or dismiss the president, secretary to the board of directors and other senior management of the Company, and to determine their remuneration and rewards and punishments; on the basis of nominations made by the president, to decide to appoint or dismiss the deputy president(s), chief financial officer and other officers and to determine their remuneration and rewards and punishments; |
| (X) to decide to appoint or dismiss the president, secretary to the board of directors and other senior management officers of the Company, and to determine their remuneration and rewards and punishments; on the basis of nominations made by the president, to decide to appoint or dismiss the deputy president(s), chief financial officer and other officers and to determine their remuneration and rewards and punishments; | (X) To workout the basic management system of the Company;   |
| (XI) To work out the basic management system of the Company;   | (XI) To formulate the plan for any amendment to the Articles of Association;   |
| (XII) To formulate the plan for any amendment to the Articles of Association;  | (XII) To manage the Company's information disclosure;  |
| (XIII) To manage the Company's information disclosure;   | (XIII) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;  |
| (XIV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;   | (XIV) To suggest appointment or replacement of the accounting firm responsible for the auditing of the Company to <b>the general meeting</b> ;   |
| (XV) To suggest appointment or replacement of the accounting firm responsible for the auditing of the Company to the general meeting;  | (XV) To receive the work report of the president and examine the work;   |

| Before amendment  | After amendment  |
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| <p>(XVI) To receive the work report of the president and examine his work;</p> <p>(XVII) A single donation involving over RMB20 million but not more than RMB50 million, and involving a cumulative amount of not more than RMB60 million in a fiscal year shall be subject to consideration and approval by the board of directors. A single donation involving over RMB50 million or involving a cumulative amount of more than RMB60 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company;</p> <p>(XVIII) Other power as prescribed by the laws, administrative regulations, departmental rules, the Listing Rules, the Articles of Association and the general meeting.</p> <p>Matters exceeding the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.</p> | <p>(XVI) A single donation involving over RMB20 million but not more than RMB50 million, and involving a cumulative amount of not more than RMB60 million in a fiscal year shall be subject to consideration and approval by the board of directors. A single donation involving over RMB50 million or involving a cumulative amount of more than RMB60 million in a fiscal year shall be subject to consideration and approval at <b>the general meeting</b> of the Company;</p> <p>(XVII) Other power as prescribed by the laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s) on which the shares of the Company are listed</b>, the Articles of Association and <b>the general meeting</b>.</p> <p>Matters exceeding the scope authorized by <b>the general meeting</b> shall be submitted to <b>the general meeting</b> for deliberation.</p> |
| <p>Article 108 The board of directors shall explain to the general meeting any nonstandard audit opinions issued by the registered accountant on the Company's financial statements.</p>  | <p><b>Article 113</b> The board of directors shall explain to <b>the general meeting</b> any nonstandard audit opinions issued by the registered accountant on the Company's financial statements.</p>   |
| <p>Article 109 The board of directors shall formulate the Rules of Procedures for Board Meetings in order to ensure that the board of directors can implement resolutions approved at the general meeting of shareholders, improve working efficiency and carry out scientific decision-making. The Rules of Procedures for Board Meetings stipulate the procedures for convening and voting of the board of directors, which are annexed to this Articles of Association and are drawn up by the board of directors and approved by the general meeting.</p>   | <p><b>Article 114</b> The board of directors shall formulate the Rules of Procedures for Board Meetings in order to ensure that the board of directors can implement resolutions approved at <b>the general meeting</b>, improve working efficiency and carry out scientific decision-making. The Rules of Procedures for Board Meetings stipulate the procedures for convening and voting of the board of directors, which are annexed to this Articles of Association and are drawn up by the board of directors and approved by <b>the general meeting</b>.</p>   |

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| <p>Article 110 The board of directors shall establish strict review and decision-making procedures in respect of the scope of authorities for external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations; organize relevant experts and professionals to conduct assessment and seek for approval of general meeting for major investment.</p> <p>The Company shall, within the scope of authority stipulated by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed, the Articles of Association and the relevant rules and regulations of the Company, perform the above-mentioned decision-making and approval procedures on matters such as external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations, etc., and the board of directors has the authority to make decisions and approve matters which are not required to be submitted to the general meeting for deliberation.</p> | <p><b>Article 115</b> The board of directors <b>shall determine to</b> establish strict review and decision-making procedures in respect of the scope of authorities for external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations; organize relevant experts and professionals to conduct assessment and seek for approval of <b>general meeting</b> for major investment.</p> <p>The Company shall, within the scope of authority stipulated by laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed, the Articles of Association and the relevant rules and regulations of the Company, perform the above-mentioned decision-making and approval procedures on matters such as external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations, etc., and the board of directors has the authority to make decisions and approve matters which are not required to be submitted to <b>the general meeting</b> for deliberation.</p> |
| <p>Article 111 The board of directors shall have one chairman and one vice-chairman. The chairman and vice-chairman shall be elected by more than half of all directors of the board of directors.</p>   | <p><b>Delete</b></p>  |

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| <p>Article 112 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings and to convene and preside over meetings of the board of directors;</p> <p>(II) To supervise and examine the implementation of the resolutions of the board of directors;</p> <p>(III) To sign the share certificates issued by the Company;</p> <p>(IV) To perform the duties of a legal representative;</p> <p>(V) To exercise other functions and powers conferred by the board of directors;</p> <p>(VI) To exercise other power as prescribed by the laws, administrative regulations, departmental rules, the Listing Rules, the Articles of Association.</p> | <p><b>Article 116</b> The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(I) To preside over general meetings and to convene and preside over meetings of the board of directors;</p> <p>(II) To supervise and examine the implementation of the resolutions of the board of directors;</p> <p>(III) To perform the duties of a legal representative;</p> <p><b>(IV) In the event of any urgent situation due to force majeure such as catastrophic natural disasters, to exercise special powers of disposal in relation to the Company's affairs in compliance with legal requirements and in the interests of the Company and subsequently report such activities to the board of directors and the general meeting of the Company;</b></p> <p>(V) To exercise other functions and powers conferred by the board of directors;</p> <p>(VI) To exercise other power as prescribed by the laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s) on which the Company's shares are listed and</b> the Articles of Association.</p> |
| <p>Article 113 The vice chairman shall assist the chairman's work, if the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the vice chairman is unable or fails to perform his duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.</p>  | <p><b>Article 117</b> The vice chairman shall assist the chairman's work, if the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the vice chairman is unable or fails to perform his duties, such duties shall be performed by a director who is nominated and elected by <b>more than half of</b> the directors.</p>  |



| Before amendment   | After amendment  |
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| <p>Article 114 Regular meetings of the board of directors shall be held at least four times a year at approximately quarterly intervals and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given to all directors and supervisors at least 14 days in advance. If there are special provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.</p>   | <p><b>Article 118</b> Regular meetings of the board of directors shall be held at least four times a year at approximately quarterly intervals and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given to <b>all directors</b> at least 14 days in advance. If there are special provisions of <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed, such provisions shall apply.</p>   |
| <p>Article 115 Shareholders representing more than 10% of the voting rights, more than one-third of the directors or the board of supervisors may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within 10 days after receipt of the proposal.</p>  | <p><b>Article 119</b> Shareholders representing more than 10% of the voting rights, more than one-third of the directors or <b>the audit committee</b> may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within 10 days after receipt of the proposal.</p>   |
| <p>Article 116 The notice of the convening of the extraordinary meeting by the board of directors may be delivered by special carrier, fax, mail or e-mail; The time limit for giving notice to all directors and supervisors is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors.</p> <p>Where an extraordinary meeting of the board of directors shall be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations thereof at the meeting.</p> <p>Directors who have attended a meeting and have not raised an objection before or at the time of attendance that notice of the meeting has not been received, shall be deemed to have been given notice of the meeting.</p> | <p><b>Article 120</b> The notice of the convening of the extraordinary meeting by the board of directors may be delivered by special carrier, fax, mail or e-mail; The time limit for giving notice to <b>all directors</b> is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors.</p> <p>Where an extraordinary meeting of the board of directors shall be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations thereof at the meeting.</p> <p>Directors who have attended a meeting and have not raised an objection before or at the time of attendance that notice of the meeting has not been received, shall be deemed to have been given notice of the meeting.</p> |

| Before amendment  | After amendment   |
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| <p>Article 118 The meetings of the board of directors shall be held only if more than half of the directors are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed and the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company.</p> <p>The voting on the resolutions of the board of directors shall implement the one person-one-vote system.</p>   | <p><b>Article 122</b> The meetings of the board of directors shall be held only if more than half of the directors are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed and the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company.</p> <p>The voting on the resolutions of the board of directors shall implement the one-person-one-vote system.</p>  |
| <p>Article 119 When a director is connected to companies which is the subject of a resolution to be decided at a board meeting, the connected director shall not vote on that resolution, and shall not vote on behalf of other directors. Such board meeting can be held if more than one half of the unconnected directors attend. Resolutions made by the board meeting shall be passed by more than one half of the unconnected directors. If less than three unconnected directors attend the board meeting, the matter shall be submitted to the general meeting for consideration.</p> | <p><b>Article 123</b> When a director is connected to companies or <b>an individual</b> which is the subject of a resolution to be decided at a board meeting, <b>such director shall report to the board of directors in writing in time. The connected director</b> shall not vote on that resolution, and shall not vote on behalf of other directors. Such board meeting can be held if more than one half of the unconnected directors attend. Resolutions made by the board meeting shall be passed by more than one half of the unconnected directors. If less than three unconnected directors attend <b>the board meeting</b>, the matter shall be submitted to <b>the general meeting</b> for consideration. <b>If the laws, administrative regulations, departmental rules, the rules of the stock exchange(s) on which the shares of the Company are listed have additional provisions about restriction on directors' participation in and voting at the board meeting, such provisions shall prevail.</b></p> |

| Before amendment  | After amendment  |
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| <p>Article 123 The minutes of the board meeting shall include the following:</p> <p>(I) date, venue and convener of the meeting;</p> <p>(II) names of directors and representatives authorized by the directors (representative) present at the meeting;</p> <p>(III) agenda of the meeting;</p> <p>(IV) summary of key points made by the directors at the meeting;</p> <p>(V) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstain).</p> <p>The directors shall be responsible for the resolutions passed at meetings of the board of directors. Any director who votes for a resolution which is in breach of the relevant laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company shall be liable for compensation. A director who has been proved as having expressed dissenting opinion on the resolution and such opinion is recorded in the minutes of the meeting can be exempt from liability.</p> | <p><b>Article 127</b> The minutes of the board meeting shall include the following:</p> <p>(I) date, venue and convener of the meeting;</p> <p>(II) names of directors and representatives authorized by the directors (representative) present at the meeting;</p> <p>(III) agenda of the meeting;</p> <p>(IV) summary of key points made by the directors at the meeting;</p> <p>(V) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstain).</p>  |
| <b>Adding Section 3</b>   | <b>Section 3 Independent Directors</b>   |
| <b>Adding Article 128</b>   | <p><b>Article 128</b> The independent directors shall conscientiously perform their duties in accordance with the requirements of the laws, administrative regulations, departmental rules, the rules of the stock exchange(s) on which the Company's shares are listed, the Articles of Association, and play the roles of participation in decision-making, supervising and balancing, and professional consulting in the board of directors, so as to safeguard the interests of the Company as a whole and to protect the legal rights and interests of minority shareholders.</p> |

| Before amendment   | After amendment  |
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| Adding Article 129 | <p><b>Article 129</b> In order to ensure the independence of independent directors, the following persons shall not serve as independent directors of the Company:</p> <ul style="list-style-type: none"> <li>(I) Those who are employed by the Company or its subsidiaries, their spouses, parents, children and their major social contacts;</li> <li>(II) Those who hold directly or indirectly 1 % or above of the Company's issued shares, or those who are natural shareholders amongst the top ten shareholders of the Company or their spouses, parents, and children;</li> <li>(III) Those who are employed by a shareholder which holds directly or indirectly 5 % or above of the Company's issued shares, or those who are employed by the top five shareholders and their spouses, parents and children;</li> <li>(IV) Those who are employed by the subsidiaries of the controlling shareholders or the de facto controllers of the Company, and their spouses, parents and children;</li> <li>(V) Those who have material business transactions with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or those who are employed by entities with material business transactions, as well as their controlling shareholders or de facto controllers;</li> </ul> |

| Before amendment | After amendment   |
|------------------|---|
|                  | <p>(VI) Persons providing financial, legal, consulting and sponsorship services for the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including, but not limited to, all the members of the project teams of the intermediary agencies providing services, review officers at all levels, the persons that sign reports, partners, directors, senior management and the persons in charge;</p> <p>(VII) Those who belong to any of the abovementioned categories (1) to (6) within the past 12 months;</p> <p>(VIII) Other persons who do not have the independence as stipulated in the laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.</p> <p>Independent directors shall conduct annual self-examination of their independence and submit the results to the board of directors. The board of directors shall assess the independence of the incumbent independent directors and issue a special opinion on an annual basis, which shall be disclosed at the same time as the annual report.</p> |

| Before amendment   | After amendment   |
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| Adding Article 130 | <p><b>Article 130 Independent directors of the Company shall have the following qualifications:</b></p> <p>(I) The qualification being a company director in accordance with law, administrative regulation or other relevant regulations;</p> <p>(II) Has the independence nature as required by Articles of Association;</p> <p>(III) Has the basic knowledge for operation of listed company, is familiar with the laws, regulations and rules;</p> <p>(IV) Has more than five years working experience in law, accounting or economics required for performance of duties as independent directors;</p> <p>(V) Has good personal integrity and does not have any adverse records such as major breach of trust;</p> <p>(VI) Other requirements as prescribed by laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.</p> |

| Before amendment   | After amendment  |
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| Adding Article 131 | <p><b>Article 131</b> Independent directors are members of the board of directors, owe a duty of loyalty and diligence to the Company and all shareholders, shall conscientiously perform their following duties:</p> <p>(I) To participate in the decision making of the board of directors and express clear opinions on matters discussed;</p> <p>(II) To supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, and to protect the legitimate rights and interests of minority shareholders;</p> <p>(III) To provide professional and objective advice on the operation and development of the Company and facilitate the enhancement of the decision-making level of the board of directors;</p> <p>(IV) Other duties as stipulated by laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.</p> |

| Before amendment                 | After amendment   |
|----------------------------------|---|
| <p><b>Adding Article 132</b></p> | <p><b>Article 132</b> An independent director shall exercise the following special powers:</p> <ul style="list-style-type: none"> <li><b>(I) To engage an intermediary institution independently for auditing, consultation or verification on specific matters of the Company;</b></li> <li><b>(II) To propose to the board of directors for the convening of extraordinary general meetings;</b></li> <li><b>(III) To propose for the convening of board meetings;</b></li> <li><b>(IV) To publicly solicit shareholders' rights from shareholders in accordance with the law;</b></li> <li><b>(V) To express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;</b></li> <li><b>(IV) Other powers as stipulated by laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.</b></li> </ul> <p><b>In the event that an independent director exercises any of the powers listed in items (1) to (3) of the preceding paragraph, the exercise of such powers shall be subject to the approval of a majority of all the independent directors.</b></p> <p><b>The Company shall disclose in a timely manner if an independent director exercises the powers listed in item (1). If the aforementioned powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.</b></p> |



| <b>Before amendment</b>   | <b>After amendment</b>   |
|---------------------------|--|
| <b>Adding Article 133</b> | <p><b>Article 133</b> The following matters shall be submitted to the board of directors for consideration after being approved by the majority of all independent directors of the Company:</p> <p>(I) Related party transactions that should be disclosed;</p> <p>(II) Changes in or waivers of commitments by the Company and related parties;</p> <p>(III) Decisions made and measures taken by the board of directors of the acquired company in relation to the acquisition;</p> <p>(IV) Other matters as prescribed by laws, administrative regulations, CSRC regulations and rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.</p> |

| Before amendment                 | After amendment  |
|----------------------------------|--|
| <p><b>Adding Article 134</b></p> | <p><b>Article 134</b> The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as related party transactions to be reviewed by the board of directors shall be approved in advance by a special meeting of the independent directors.</p> <p>The Company shall convene regular or ad hoc special meetings of independent directors attended by the independent directors only. The matters set out in items (1) to (3) of the Article 132 and Article 133 of the Articles of Association shall be considered by the special meeting of independent directors.</p> <p>The special meetings of independent directors may study and discuss other matters of the Company as required.</p> <p>Special meetings of independent directors shall be convened and presided over by an independent director jointly elected by the majority of the independent directors; if the convenor fails or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.</p> <p>The special meetings of independent directors shall prepare minutes of meetings in accordance with regulations. The minutes of meetings shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings.</p> <p>The Company shall provide facilities and support for the convening of the special meeting of independent directors.</p> |

| <b>Before amendment</b>   | <b>After amendment</b>   |
|---------------------------|--|
| <b>Adding Section 4</b>   | <b>Section 4 Special Committees Under the Board of Directors</b>   |
| <b>Adding Article 135</b> | <b>Article 135 The board of directors shall establish the audit committee, which exercise the powers of the board of supervisors as stipulated by the Company Law and the securities regulatory authorities of the place where the shares of the Company are listed.</b>   |
| <b>Adding Article 136</b> | <b>Article 136 The audit committee shall have at least three members, all of whom shall be directors who do not hold senior management positions in the Company, and a majority of whom shall be independent directors, and the chairman shall be an accounting professional among the independent directors. The members of the audit committee and its convener are all elected by the board of directors.</b> |

| Before amendment   | After amendment   |
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| Adding Article 137 | <p><b>Article 137</b> The audit committee shall be responsible for examination and approval of the financial information of the Company and the disclosure thereof, as well as supervision and evaluation of internal and external audit and internal control. The specific functions and powers of the audit committee shall be stipulated in the Articles of Association and its working rules/procedures. The following matters shall be submitted to the board of directors for review and consideration after obtaining the consent of more than half of the members of the audit committee:</p> <ul style="list-style-type: none"> <li><b>(I)</b> Disclosure of the financial information in financial and accounting reports and regular reports, and the evaluation report on internal control;</li> <li><b>(II)</b> Appointment or dismissal of an accounting firm which undertakes audit work of the listed company;</li> <li><b>(III)</b> Appointment or dismissal of the person-in-charge of finance of the listed company;</li> <li><b>(IV)</b> Changes in accounting policies or accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;</li> <li><b>(V)</b> Other matters as required by laws, administrative regulations, CSRC regulations, rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.</li> </ul> |

| Before amendment          | After amendment   |
|---------------------------|---|
| <b>Adding Article 138</b> | <p><b>Article 138</b> The audit committee shall hold at least one meeting every quarter. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convenor of the committee deems it necessary. The quorum of the meeting of the audit committee shall be more than two-thirds of the members present at the meeting.</p> <p>Resolutions made by the audit committee shall be approved by more than half of the members of the audit committee.</p> <p>Voting on resolutions of the audit committee shall be conducted on the basis of one vote per member.</p> <p>The resolutions of the audit committee shall be recorded in minutes according to relevant regulations, and the members of the audit committee present at the meeting shall sign the minutes.</p> <p>The board of directors shall be responsible for formulating the working procedures of the audit committee.</p> |

| Before amendment          | After amendment  |
|---------------------------|--|
| <b>Adding Article 139</b> | <b>Article 139</b> In addition to the audit committee, the board of directors of the Company shall establish the nomination committee, remuneration committee, strategic and development committee and risk management committee. All members of the special committees shall be directors of the Company, among which, the majority of the members of the audit committee, the nomination committee and the remuneration committee shall be independent directors who also convene the meeting of such committees, unless otherwise provided the rules of the stock exchange(s) on which the shares of the Company are listed, such provisions shall prevail. The special committees shall perform their duties as stipulated in the Articles of the Association and as authorized by the board of directors. Proposals of the special committees shall be submitted to the board for consideration and approval. The board of directors shall be responsible for formulating the working rules/procedures for the special committee, and regulate the operation of the special committees. |

| <b>Before amendment</b>   | <b>After amendment</b>   |
|---------------------------|--|
| <b>Adding Article 140</b> | <p><b>Article 140</b> The nomination committee shall be responsible for formulating the criteria and procedures for selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:</p> <p>(I) Nomination or appointment and removal of directors;</p> <p>(II) Appointment or dismissal of senior management;</p> <p>(III) Other matters as required by laws, administrative regulations, regulations of CSRC, rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.</p> <p>The board of directors shall record the opinions of the nomination committee and the specific reasons for no adoption in the board resolutions, and disclose them if it does not adopt or fully adopt the opinions of the nomination committee.</p> |

| Before amendment   | After amendment  |
|--------------------|--|
| Adding Article 141 | <p><b>Article 141</b> The remuneration committee shall be responsible for developing the standards for the selection of directors and senior management, formulating and reviewing the remuneration policies and proposals including the remuneration decision mechanism and process, as well as payment and stop-payment recourse arrangements for directors and senior management, and making recommendations to the Board of Directors on:</p> <ul style="list-style-type: none"> <li><b>(I) Remuneration of directors and senior management;</b></li> <li><b>(II) Formulating or changing equity incentive schemes, employee stock ownership plans, and conditions for incentive participants to be granted with and exercise interests;</b></li> <li><b>(III) Arrangement of stock ownership plans for subsidiaries to be spun off by directors and senior management;</b></li> <li><b>(IV) Other matters as required by laws, administrative regulations, regulations of CSRC and rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.</b></li> </ul> <p><b>If the board of directors fails to adopt or fails to fully adopt the recommendations of the remuneration committee, it shall record the opinions of the remuneration committee and the specific reasons for non-adoption in the resolutions of the board of directors, and make disclosures accordingly.</b></p> |



| Before amendment   | After amendment  |
|--------------------|--|
| Adding Article 142 | <p><b>Article 142</b> The strategic and development committee is mainly responsible for conducting researches and making suggestions regarding the long-term development strategies and major investment decisions of the Company. The main responsibilities of the strategic and development committee include:</p> <p>(I) Analyze the long-term development strategies of the Company, and make recommendations thereon;</p> <p>(II) Study the business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and talent strategy, and make recommendations thereon;</p> <p>(III) Other matters authorized by the board of directors;</p> <p>(IV) Other matters as required by laws, administrative regulations, regulations of CSRC and rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.</p> <p>If the board of directors fails to adopt or fails to fully adopt the recommendations of the strategic and development committee, it shall record the opinions of the strategic and development committee and the specific reasons for non-adoption in the resolutions of the board of directors, and make disclosures accordingly.</p> |

| Before amendment   | After amendment   |
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| <p><b>Adding Article 143</b></p>   | <p><b>Article 143</b> The risk management committee shall be mainly responsible for monitoring the overall risk management of the Company and controlling such risks within reasonable limits. The main responsibilities of the risk management committee include:</p> <ul style="list-style-type: none"> <li>(I) Discuss the risk management and internal control system with the management to ensure that the management has performed its duties to establish an effective system;</li> <li>(II) Make recommendations to the board of directors on activities of the Company that will or may expose the Company to sanctions risks;</li> <li>(III) Other risk control matters authorized by the board of directors;</li> <li>(IV) Other matters as required by laws, administrative regulations, regulations of CSRC and rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.</li> </ul> <p>If the board of directors fails to adopt or fails to fully adopt the recommendations of the risk management committee, it shall record the opinions of the risk management committee and the specific reasons for non-adoption in the resolutions of the board of directors, and make disclosures accordingly.</p> |
| <p>Article 124 The Company shall have one president, who shall be nominated by the chairman and appointed and dismissed by the board of directors. The Company shall have four deputy presidents, including an executive deputy president. The deputy presidents shall be appointed or dismissed by the board of directors after being nominated by the president.</p> <p>President, deputy president, chief financial officer and secretary to the board of directors are senior management of the Company.</p> | <p><b>Article 144</b> The Company shall have one president, who shall be nominated by the chairman and appointed and dismissed by the board of directors. The Company shall have <b>several</b> deputy presidents. The deputy presidents shall be appointed or dismissed by the board of directors after being nominated by the president.</p> <p>President, deputy president, chief financial officer and secretary to the board of directors are senior management of the Company.</p>  |

| Before amendment   | After amendment   |
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| Chapter 6 President and Other Senior Management  | Chapter 6 <b>Senior Management</b>  |
| Article 125 Article 95 of the Articles of Association on the circumstances under which a person shall not be a director shall also apply to the senior management.                               | <b>Article 145 The Articles of Association</b> on the circumstances under which a person shall not be a director and <b>relevant provisions on resignation of a director</b> shall also apply to the senior management. |
| Article 97 of the Articles of Association regarding the duty of loyalty of directors and Article 98(IV), (V) and (VI) regarding the duty of diligence shall also apply to the senior management. | <b>The Articles of Association regarding the duty of loyalty of directors and the duty of diligence</b> shall also apply to the senior management.  |

| Before amendment  | After amendment  |
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| <p>Article 128 The president shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(I) To manage the production and business operations of the Company and arrange for the implementation of the resolutions of the board of directors, and report to the board of directors;</p> <p>(II) To arrange for the implementation of the Company's annual business plans and investment plans;</p> <p>(III) To formulate proposals for the establishment of the Company's internal management organs;</p> <p>(IV) To formulate the fundamental management system of the Company;</p> <p>(V) To formulate the Company's specific rules and regulations;</p> <p>(VI) To propose to the board of directors to appoint or dismiss the deputy president(s), chief financial officer and other senior management of the Company;</p> <p>(VII) To decide to appoint or dismiss executives other than those decided to be appointed or dismissed by the board of directors;</p> <p>(VIII) To exercise other functions and powers conferred in the Articles of Association and by the board of directors.</p> | <p><b>Article 148</b> The president shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(I) To manage the production and business operations of the Company and arrange for the implementation of the resolutions of the board of directors, and report to the board of directors;</p> <p>(II) To arrange for the implementation of the Company's annual business plans and investment plans;</p> <p>(III) To formulate proposals for the establishment of the Company's internal management organs;</p> <p>(IV) To formulate the fundamental management system of the Company;</p> <p>(V) To <b>formulate</b> the Company's <b>specific rules and regulations</b>;</p> <p>(VI) To propose to the board of directors to appoint or dismiss the deputy president(s), chief financial officer and other senior management of the Company;</p> <p>(VII) To decide to appoint or dismiss managers other than those decided to be appointed or dismissed by the board of directors;</p> <p>(VIII) To exercise other functions and powers conferred in the Articles of Association <b>or</b> by the board of directors.</p> |

| Before amendment   | After amendment   |
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| <p>The president shall be present at meetings of the board of directors.</p> <p>The president shall be responsible for the overall management of the daily business operation, and disclose transactions with amounts meeting the disclosure standards of the requirements of regulatory rules in the place where the Company's shares are listed; with respect to transactions that do not belong to daily business operation such as acquisitions or sales of assets by the Company, except for those which require the review and approval by the general meeting and board of directors in accordance with the requirements of the Articles of Association, the president may make approval decisions.</p> | <p>The president shall be present at meetings of the board of directors.</p> <p>The president shall be responsible for the overall management of the daily business operation, and disclose transactions with amounts meeting the disclosure standards of the requirements of <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed; with respect to transactions that do not belong to daily business operation such as acquisitions or sales of assets by the Company, except for those which require the review and approval by <b>the general meeting</b> and board of directors in accordance with the requirements of the Articles of Association <b>and rules of the stock exchange(s) on which the shares of the Company are listed</b>, the president may make approval decisions.</p> |
| <p>Article 130 The working rules of the president include the following:</p> <p>(I) Conditions, procedures and participants of the meetings of the president;</p> <p>(II) The specific responsibilities and division of labor of the president and other senior management;</p> <p>(III) The use of company funds and assets, the authority to sign material contracts, and the reporting system to the board of directors and the board of supervisors;</p> <p>(IV) Other matters deemed necessary by the board of directors.</p>   | <p><b>Article 150</b> The working rules of the president include the following:</p> <p>(I) Conditions, procedures and participants of the meetings of the president;</p> <p>(II) The specific responsibilities and division of labor of the president and other senior management;</p> <p>(III) The use of company funds and assets, the authority to sign material contracts, and the reporting system to <b>the board of directors</b>;</p> <p>(IV) Other matters deemed necessary by the board of directors.</p>   |

| Before amendment   | After amendment   |
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| <p>Article 133 The Company shall have a secretary to the board of directors, who shall be responsible for the preparation of the general meetings and meetings of the board of directors, document keeping and management of information regarding the shareholders of the Company, and deal with information disclosure after the Company's listing and other matters.</p> <p>The secretary to the board of directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, regulatory rules in the place where the Company's shares are listed and the Articles of Association.</p> | <p><b>Article 153</b> The Company shall have a secretary to the board of directors, who shall be responsible for the preparation of <b>the general meetings</b> and meetings of the board of directors, document keeping and management of information regarding the shareholders of the Company, and <b>deal with information disclosure and other matters.</b></p> <p>The secretary to the board of directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, <b>rules of the stock exchange(s)</b> on which the shares of the Company are listed and the Articles of Association.</p> |
| <p>Article 134 The senior management shall be liable for any losses caused to the Company by their breach of any law, administrative regulations, department rules or the Articles of Association in performing their duties on behalf of the Company.</p>   | <p><b>Article 154 Where the senior management causes damage to others in the course of performing their duties, the Company shall be liable for compensation; where the senior management acts with willful or material default, they shall also be liable for compensation. The senior management shall also be liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the shares of the Company are listed or the Articles of Association in the course of performing his/her duties.</b></p>                     |
| Chapter 7 Board of Supervisors   | Delete the entire chapter (Articles 136-149)  |

| Before amendment  | After amendment  |
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| Chapter 8 Financial Accounting System, Profit Distribution and Auditing   | <b>Chapter 7 Financial Accounting System, Profit Distribution and Auditing</b>   |
| <p>Article 151 The fiscal year of the Company is Gregorian calendar year, beginning on 1 January and ending on 31 December of each year.</p> <p>The Company shall submit and disclose its annual reports to the CSRC and the stock exchange(s) within four months from the ending date of each fiscal year, and submit and disclose its interim reports to the delegated authority of the CSRC and the stock exchange(s) within two months from the ending date of the first half of each fiscal year. If there are otherwise provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.</p> <p>The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations and the regulations of the CSRC and the stock exchange(s).</p> | <p><b>Article 157</b> The fiscal year of the Company is Gregorian calendar year, beginning on 1 January and ending on 31 December of each year.</p> <p>The Company shall submit and disclose its annual reports to the CSRC and the stock exchange(s) <b>on which the shares of the Company are listed</b> within four months from the ending date of each fiscal year, and submit and disclose its interim reports to the delegated authority of the CSRC and the stock exchange(s) within two months from the ending date of the first half of each fiscal year. If there are otherwise provisions of <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed, such provisions shall apply.</p> <p>The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations and the regulations of the CSRC and the stock exchange(s) <b>on which the shares of the Company are listed.</b></p> |
| Article 152 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in an account maintained in the name of any individual.  | <b>Article 158</b> The Company shall not establish account books other than the statutory account books. The <b>funds</b> of the Company shall not be deposited in an account maintained in the name of any individual.  |

| Before amendment   | After amendment   |
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| <p>Article 153 When the Company distributes its after-tax profits of the current year, it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation may be stopped when the statutory common reserve fund of the Company has accumulated to over 50% of the registered capital of the Company.</p> <p>If the statutory common reserve fund is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up for the said losses before any statutory common reserve fund is withdrawn as per the preceding paragraph.</p> <p>After statutory common reserve fund is withdrawn out of the after-tax profits, discretionary common reserve fund may also be withdrawn out of the same as per a resolution made at a general meeting.</p> <p>After the Company has made up its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders, save for distribution which is not made in proportion to shareholdings as specified in the Articles of Association.</p> <p>If the shareholders' general meeting violates the above provisions by distributing profits to the shareholders before the Company makes up losses and allocates funds to the statutory reserves, then the profits so distributed must be returned to the Company by the shareholders.</p> <p>The shares of the Company held by the Company shall not participate in to profit distribution.</p> | <p><b>Article 159</b> When the Company distributes its after-tax profits of the current year, it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation may be stopped when the statutory common reserve fund of the Company has accumulated to over 50% of the registered capital of the Company.</p> <p>If the statutory common reserve fund is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up for the said losses before any statutory common reserve fund is withdrawn as per the preceding paragraph.</p> <p>After statutory common reserve fund is withdrawn out of the after-tax profits, discretionary common reserve fund may also be withdrawn out of the same as per a resolution made at <b>a general meeting</b>.</p> <p>After the Company has made up its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders, save for distribution which is not made in proportion to shareholdings as specified in the Articles of Association.</p> <p><b>If the general meeting has, in violation of the provisions of the Company Law, distributed profits to the shareholders, the shareholders shall return the profits distributed in violation of the provision to the Company; where any loss is caused to the Company; the shareholders and the responsible directors and senior management shall be liable for compensation.</b></p> <p>The shares of the Company held by the Company shall not participate in to profit distribution.</p> |



| Before amendment  | After amendment   |
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| <p>Article 154 The Company's reserve fund shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the capital of the Company by means of conversion. However, the Company shall not use its capital reserve fund to make up its losses.</p> <p>When the statutory reserve fund is converted into share capital, the amount remaining in the reserve shall not be less than 25% of the Company's registered capital prior to the conversion.</p> | <p><b>Article 160</b> The Company's reserve funds shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the <b>registered capital</b> of the Company by means of conversion.</p> <p><b>Where the reserves are used for offsetting losses of the Company, the discretionary reserve funds and statutory reserve funds shall be used in priority; if not sufficient, the capital reserve may be used according to regulations.</b></p> <p>When the statutory reserve fund is converted into <b>an increase in the registered capital</b>, the amount remaining in the reserve shall not be less than 25% of the Company's registered capital prior to the conversion.</p> |
| <p>Article 155 After the general meeting of the Company has made a resolution on the profit distribution plan, the board of directors of the Company shall complete dividends (or shares) distribution within 2 months after the general meeting.</p>   | <p><b>Article 161</b> After <b>the general meeting</b> of the Company has made a resolution on the profit distribution plan, the board of directors of the Company shall complete dividends (or shares) distribution within 2 months after <b>the general meeting</b>.</p>  |

| Before amendment  | After amendment  |
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| <p>Article 156 The policy of profits distribution of the Company is:</p> <p>(I) The Company implements continuous and stable profit distribution policy. The profit distribution of the Company emphasizes on providing reasonable and stable return on investment of the investors while giving consideration to the Company's long term and sustainable development. The distribution of profit shall not exceed the scope of cumulative distributable profit.</p> <p>(II) The Company's profit distribution policy and the specific dividend distribution plan shall be formulated, considered and approved by the board of directors and then reported to the general meeting of shareholders for approval; when the board of directors formulates the profit distribution policy and dividend distribution plan, it shall take full consideration of the opinions of the independent directors, the board of supervisors and the public investors.</p> <p>The Independent Directors may solicit the opinions from minority shareholders and make a dividend distribution proposal to be submitted directly to the board of directors for deliberation.</p> <p>Prior to the consideration of detailed cash dividend proposals by the general meeting of the Company, the Company may communicate and exchange opinions with shareholders and especially minority shareholders by different ways, thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern.</p> <p>.....</p> | <p><b>Article 162</b> The policy of profits distribution of the Company is:</p> <p>(I) The Company implements continuous and stable profit distribution policy. The profit distribution of the Company emphasizes on providing reasonable and stable return on investment of the investors while giving consideration to the Company's long term and sustainable development. The distribution of profit shall not exceed the scope of cumulative distributable profit.</p> <p>(II) The Company's profit distribution policy and the specific dividend distribution plan shall be formulated, considered and approved by the board of directors and then reported to <b>the general meeting</b> of shareholders for approval; when the board of directors formulates the profit distribution policy and dividend distribution plan, it shall take full consideration of the opinions of the independent directors, <b>the audit committee</b> and the public investors.</p> <p>The Independent Directors may solicit the opinions from minority shareholders and make a dividend distribution proposal to be submitted directly to the board of directors for deliberation.</p> <p>Prior to the consideration of detailed cash dividend proposals by <b>the general meeting</b> of the Company, the Company may communicate and exchange opinions with shareholders and especially minority shareholders by different ways, thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern.</p> <p>.....</p> |

| Before amendment  | After amendment   |
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| <p>Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose the specific reasons and clear opinions of independent directors in regular report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of the shareholders' general meeting approving such profit distribution plan, such provisions shall be complied with.</p> <p>(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution may be adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders.</p> <p>(VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit and the usages of the profits not distributed and retained by the Company. The independent directors shall give independent opinions on this.</p> | <p>Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose <b>the specific reasons</b> in annual report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of <b>the general meeting</b> approving such profit distribution plan, such provisions shall be complied with.</p> <p>(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution maybe adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders.</p> <p>(VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit <b>and the usages of the profits not distributed and retained by the Company.</b></p> |

| Before amendment  | After amendment  |
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| <p>(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy.</p> <p>(IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's board of directors and the board of supervisors before submitting to the shareholders' general meeting for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The independent director shall give specific opinions on this. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at its general meetings.</p> <p>(X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken.</p> | <p>(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy.</p> <p>(IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's <b>board of directors</b> before submitting to <b>the general meeting</b> for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at its <b>general meetings</b>.</p> <p>(X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken.</p> <p><b>Unless otherwise provided by the laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the shares of the Company are listed on the profit distribution policy or cash-based distribution plan, such provisions shall prevail.</b></p> |

| Before amendment   | After amendment   |
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| Article 157 The Company shall adopt an internal auditing system and engage professional auditors to conduct internal auditing and supervision of its financial revenues and expenditures, and economic activities.                               | <p><b>Article 163</b> The Company shall implement an internal auditing system, <b>which clearly defines the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit.</b></p> <p><b>The internal auditing system of the Company shall be implemented upon approval by the board of directors and disclosed to the public.</b></p>   |
| Article 158 The internal auditing system of the Company and duties of the auditors shall be implemented upon approval by the board of directors. The person in charge of the audit shall be responsible to and report to the board of directors. | <b>Delete</b>   |
| <b>Adding Article 164</b>  | <b>Article 164</b> The Company's internal audit institution supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters.  |
| <b>Adding Article 165</b>  | <p><b>Article 165</b> The internal audit institution is accountable to the board of directors.</p> <p><b>The internal audit institution shall accept the supervision and guidance of the audit committee in the course of supervising and inspecting the Company's business activities, risk management, internal control and financial information. If the internal audit institution discovers relevant major issues or clues, it shall report directly to the audit committee immediately.</b></p> |
| <b>Adding Article 166</b>  | <b>Article 166</b> The internal audit institution is responsible for the specific organization and implementation of the internal control evaluation of the Company. The Company issues the annual internal control evaluation report based on the evaluation report issued by the internal audit institution and reviewed by the audit committee and relevant materials.   |

| Before amendment  | After amendment  |
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| <b>Adding Article 167</b>   | <b>Article 167</b> When the audit committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.   |
| <b>Adding Article 168</b>   | <b>Article 168</b> The audit committee participates in the assessment of the person in charge of internal audit.   |
| Article 160 The appointment of accounting firms for the Company shall be subject to approval at the general meeting, prior to which the board of directors shall not appoint any accounting firm.   | <b>Article 170</b> The appointment and <b>dismissal</b> of accounting firms for the Company shall be <b>determined by the general meeting</b> , prior to which the board of directors shall not appoint any accounting firm.   |
| Article 162 The auditing fee of the accounting firm shall be subject to the decision of the general meeting.  | <b>Article 172</b> The auditing fee of the accounting firm shall be subject to the decision of <b>the general meeting</b> .  |
| Article 163 Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and when the Company's general meeting of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its opinions.<br><br>Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has anything inappropriate. | <b>Article 173</b> Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and when the Company's <b>general meeting</b> of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its opinions.<br><br>Where an accounting firm tenders its resignation, it shall state to <b>the general meeting</b> whether the Company has anything inappropriate. |

| Before amendment  | After amendment   |
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| Chapter 9 Notices and Announcements   | Chapter 8 Notices and Announcements   |
| <p>Article 164 The notice of the Company, mailing and other written materials including but not limited to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder circular, proxy form and temporary announcement may be served as follows:</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p>(III) by fax or email;</p> <p>(IV) By announcement on the website designated by the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange in accordance with the laws, administrative regulations, Listing Rules of the Stock Exchange and Listing Rules of SSE;</p> <p>(V) By newspaper and other designated media;</p> <p>(VI) By other means approved by the relevant securities regulatory authority at the location where the Company's shares are listed or stipulated in the Articles of Association.</p> <p>Notwithstanding any other provisions contained in the Articles of Association in respect of the publishing or giving notice of any notices, communications or other written materials, the Company may choose to announce such corporate communications by means provided under (IV) of this Article in place of delivering written documents by hand or by prepaid post to each holder of H shares, subject to relevant requirements of the securities regulatory authority at the location where the shares of the Company are listed.</p> | <p><b>Article 174</b> The notice of the Company, mailing and other written materials including but not limited to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder circular, proxy form and temporary announcement may be served as follows:</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p>(III) by fax or email;</p> <p>(IV) By announcement on the website designated by the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange in accordance with the laws, administrative regulations, <b>departmental rules</b>, Listing Rules of the Stock Exchange and Listing Rules of SSE;</p> <p>(V) By newspaper and other designated media;</p> <p>(VI) By other means approved by the relevant securities regulatory authority at the location where the Company's shares are listed or stipulated in the Articles of Association.</p> <p>Notwithstanding any other provisions contained in the Articles of Association in respect of the publishing or giving notice of any notices, communications or other written materials, the Company may choose to announce such corporate communications by means provided under (IV) of this Article in place of delivering written documents by hand or by prepaid post to each holder of H shares, subject to <b>the rules of the stock exchange(s)</b> on which the shares of the Company are listed.</p> |

| Before amendment  | After amendment  |
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| Article 166 Unless otherwise provided in the Articles of Association, the various forms of sending notices stipulated in the preceding Article shall apply to notices of the general meeting, meeting of the board of directors and meeting of the board of supervisors convened by the Company.  | <b>Article 176</b> Unless otherwise provided in the Articles of Association, the various forms of sending notices stipulated in the preceding Article shall apply to notices of <b>the general meeting and meeting of the board of directors</b> convened by the Company.  |
| Article 169 The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of A shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.<br><br>The board of directors shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the relevant requirements stipulated by domestic and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchange in the place where the stocks of the Company are listed. | <b>Article 179</b> The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of A shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in the Listing Rules of <b>the Stock Exchange</b> .<br><br>The board of directors shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the relevant requirements stipulated by domestic and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchange in the place where the stocks of the Company are listed. |
| Chapter 10 Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation  | <b>Chapter 9</b> Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation   |
| <b>Adding Article 183</b>   | <b>Article 183</b> If the price paid for the merger of the Company does not exceed 10% of the net assets of the Company, it may not be subject to a resolution of the general meeting, unless otherwise provided in the Articles of Association and rules of the stock exchange(s) on which the shares of the Company are listed.<br><br>Where the merger of the Company pursuant to the preceding paragraph is not subject to a resolution of the general meeting, it shall be subject to a resolution of the board of directors.   |



| Before amendment  | After amendment   |
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| <p>Article 173 In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare the balance sheet and the property inventory. The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements in newspapers within 30 days.</p> <p>Creditors should, within 30 days of being notified, or if they do not receive the notice, then within 45 days of the public announcement, request the Company to pay off its debts or provide corresponding guarantees.</p> | <p><b>Article 184</b> In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare the balance sheet and the property inventory. The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements in newspapers <b>or the National Enterprise Credit Information Publicity System</b> within 30 days.</p> <p>Creditors should, within 30 days of being notified, or if they do not receive the <b>notice</b>, then within 45 days of the public announcement, request the Company to pay off its debts or provide corresponding guarantees.</p> |
| <p>Article 175 Where the Company is divided, its properties shall be divided accordingly.</p> <p>In the event of division of the Company, the parties concerned shall prepare balance sheet and property inventory. The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers within 30 days.</p>  | <p><b>Article 186</b> Where the Company is divided, its properties shall be divided accordingly.</p> <p>In the event of division of the Company, the parties concerned shall prepare balance sheet and property inventory. The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers <b>or the National Enterprise Credit Information Publicity System</b> within 30 days.</p>   |

| Before amendment   | After amendment   |
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| <p>Article 177 In the event of a reduction in registered capital, the Company shall prepare a balance sheet and a list of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the resolution of the Company on the reduction of registered capital and shall publish a public notice in the newspaper(s) within 30 days from the date of the resolution of the Company on the reduction of registered capital. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s).</p> <p>The reduced registered capital of the Company will not fall below the statutory minimum amount.</p> | <p><b>Article 188</b> In the event of a <b>reduction</b> in registered capital, the Company <b>will</b> prepare a balance sheet and a list of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the resolution made by <b>the general meeting</b> for reduction of registered capital and shall publish a public notice in the newspaper(s) <b>or the National Enterprise Credit Information Publicity System</b> within 30 days from the date of the resolution of the Company on the reduction of registered capital. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s).</p> <p><b>Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association.</b></p> |

| Before amendment   | After amendment   |
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| Adding Article 189 | <p><b>Article 189</b> Where the Company still incurs losses after making up its losses in accordance with Paragraph 2 of Article 160 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share.</p> <p>The provisions of the Paragraph 2 of Article 188 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding article. The Company shall publish an announcement on the newspapers or the National Enterprise Credit Information Publicity System or by other means within 30 days from the date of the resolution on the reduction of its registered capital at the general meeting.</p> <p>After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulated amount of the statutory reserve fund and discretionary common reserve fund reaches 50% of its registered capital.</p> |
| Adding Article 190 | <p><b>Article 190</b> If the reduction of the registered capital is in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.</p>   |
| Adding Article 191 | <p><b>Article 191</b> Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise provided in the Articles of Association or the general meeting resolves that the shareholders shall have pre-emptive right.</p>   |

| Before amendment   | After amendment  |
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| <p>Article 179 The Company is dissolved in the following circumstances:</p> <p>(I) Expiration of business term as prescribed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs;</p> <p>(II) The general meeting has resolved to dissolve the Company;</p> <p>(III) Merger or division of the Company entails dissolution;</p> <p>(IV) The Company is revoked of business license, ordered to close or canceled according to law;</p> <p>(V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.</p> | <p><b>Article 193</b> The Company is dissolved in the following circumstances:</p> <p>(I) Expiration of business term as prescribed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs;</p> <p>(II) <b>The general meeting</b> has resolved to dissolve the Company;</p> <p>(III) Merger or division of the Company entails dissolution;</p> <p>(IV) The Company is revoked of business license, ordered to close or canceled according to law;</p> <p>(V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding <b>more than 10% voting rights</b> may request the people's court to dissolve the Company.</p> <p><b>The Company shall, within 10 days of the occurrence of the reasons for dissolution stipulated in the preceding paragraph, make an announcement of the reasons for dissolution through the National Enterprise Credit Information Publicity System.</b></p> |

| Before amendment  | After amendment   |
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| <p>Article 180 If there is any circumstance as stated in paragraph (I) of Article 179 of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association.</p> <p>If this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.</p>  | <p><b>Article 194</b> If there is any circumstance as stated in <b>paragraph (I) and (2) of Article 193</b> of this Articles of Association <b>and the assets have not yet been distributed to the shareholders</b>, the Company may continue to exist through amendment of this Articles of Association <b>or by a resolution of the general meeting</b>.</p> <p>If this Articles of Association is amended <b>or resolution at the general meeting</b> subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at <b>the general meeting</b>.</p>  |
| <p>Article 181 Where the Company dissolves pursuant to (I), (II), (IV) and (V) of Article 179 of this Articles of Association, a liquidation committee shall be set up within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group.</p> | <p><b>Article 195</b> Where the Company dissolves pursuant to (I), (II), (IV) and (V) of <b>Article 193</b> of this Articles of Association, the Company shall be liquidated. <b>Directors shall be the liquidation obligors, and a liquidation team shall be formed, within 15 days from the occurrence of the events of dissolution, to perform liquidation.</b></p> <p><b>The liquidation team shall consist of the directors, unless otherwise stipulated in the Articles of Association or otherwise selected by a resolution of the general meeting.</b></p> <p><b>If a liquidation obligor fails to perform his/her liquidation obligations in a timely manner, thereby causing losses to the Company or the creditors, such liquidation obligor shall be liable for compensation.</b></p> |

| Before amendment   | After amendment  |
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| <p>Article 182 During liquidation, the liquidation committee shall exercise the following functions and powers:</p> <p>(I) To examine and take possession of the assets of the Company and prepare a balance sheet and a property inventory;</p> <p>(II) To inform creditors by notice and announcement;</p> <p>(III) To deal with the outstanding businesses of the Company relating to liquidation;</p> <p>(IV) To pay off the outstanding taxes and taxes payable during the liquidation process;</p> <p>(V) To settle creditor's rights and debts;</p> <p>(VI) To dispose of the remaining assets of the Company after repayment of debts;</p> <p>(VII) To represent the Company in civil proceedings.</p>                   | <p><b>Article 196</b> During liquidation, the liquidation committee shall exercise the following functions and powers:</p> <p>(I) To examine and take possession of the assets of the Company and prepare a balance sheet and a property inventory;</p> <p>(II) To inform creditors by notice and announcement;</p> <p>(III) To deal with the outstanding businesses of the Company relating to liquidation;</p> <p>(IV) To pay off the outstanding taxes and taxes payable during the liquidation process;</p> <p>(V) To settle creditor's rights and debts;</p> <p>(VI) To <b>allocate</b> the remaining assets of the Company after repayment of debts;</p> <p>(VII) To represent the Company in civil proceedings.</p>   |
| <p>Article 183 The liquidation committee shall notify the creditors within 10 days after its establishment, and publish announcements in the newspaper(s) within 60 days. Creditors shall, within 30 days from the date of receiving the notice; or for creditors who do not receive the notice, within 45 days from the date of the public announcement, inform the liquidation committee of their creditors' rights.</p> <p>The creditor shall provide a description and supporting evidence of the matters relating to their rights. The liquidation committee shall register the creditors' rights.</p> <p>The liquidation committee shall not make any debt settlement during the period for registration of creditors.</p> | <p><b>Article 197</b> The liquidation committee shall notify the creditors within 10 days after its establishment, and publish announcements in the newspaper(s) <b>or on the National Enterprise Credit Information Publicity System</b> within 60 days. Creditors shall, within 30 days from the date of receiving the notice; or for creditors who do not receive the notice, within 45 days from the date of the public announcement, inform the liquidation committee of creditors' rights.</p> <p>The creditor shall provide a description and supporting evidence of the matters relating to their rights. The liquidation committee shall register the creditors' rights.</p> <p>The liquidation committee shall not make any debt settlement during the period for registration of creditors.</p> |

| Before amendment   | After amendment  |
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| <p>Article 184 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the for confirmation.</p> <p>The assets of the Company are the remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders.</p> <p>The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation.</p> <p>The property of the Company shall not be distributed to the shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.</p> | <p><b>Article 198</b> After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to <b>the general meeting</b> or the for confirmation.</p> <p>The assets of the Company are the remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders.</p> <p>The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation.</p> <p>The property of the Company shall not be distributed to the shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.</p> |
| <p>Article 185 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall apply to the people's court to declare the Company bankrupt in accordance with the law.</p> <p>Once the people's court makes a ruling declaring the Company bankrupt, the liquidation committee shall hand over the liquidation matters to the people's court.</p>  | <p><b>Article 199</b> After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall apply to the people's court to declare <b>insolvency liquidation</b> in accordance with the law.</p> <p><b>After the Company's bankruptcy application is accepted by the people's court,</b> the liquidation committee shall hand over the liquidation matters to <b>the bankruptcy administrator designated by the people's court.</b></p>  |

| Before amendment  | After amendment  |
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| Article 186 After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from the general meeting or the People's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company.   | <b>Article 200</b> After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from <b>the general meeting</b> or the people's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company.  |
| Article 187 Members of the liquidation committee should be loyal to their duties and perform liquidation duties according to the law.<br><br>Members of the liquidation shall not take advantage of his position to receive bribes or other illegal income and shall not embezzle the Company's assets.<br><br>If a member of the liquidation committee causes losses to the Company or creditors, deliberately or due to gross negligence, he shall be liable for compensation.  | <b>Article 201</b> Members of the liquidation committee <b>shall perform their liquidating functions with duties of loyalty and care.</b><br><br><b>Members of the liquidation committee neglecting to perform their liquidating functions, and thereby causing losses to the Company, shall be liable for compensation; causing loss to the creditors due to intentional act or gross negligence, shall be liable for compensation.</b>   |
| Chapter 11 Amendment of the Articles of Association   | Chapter <b>10</b> Amendment of the Articles of Association   |
| Article 189 The Company shall amend the Articles of Association, if:<br><br>(I) The matters as prescribed in the Articles of Association conflict with the amended laws and administrative regulations after amendment of the Company Law or the relevant laws and administrative regulations;<br><br>(II) The change of the Company's situation conflicts with the matters as prescribed in the Articles of Association;<br><br>(III) The shareholder's meeting makes resolution to amend the Articles of Association. | <b>Article 203</b> The Company shall amend the Articles of Association, if:<br><br>(I) The matters as prescribed in <b>the Articles of Association</b> conflict with the amended laws and administrative regulations after amendment of the Company Law or the relevant laws and administrative regulations;<br><br>(II) The change of the Company's situation conflicts with the matters as prescribed in <b>the Articles of Association</b> ;<br><br>(III) <b>The general meeting</b> makes resolution to amend <b>the Articles of Association</b> . |



| Before amendment  | After amendment  |
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| Article 190 If any amendment to these Articles of Association passed by resolutions at the shareholders' general meeting is subject to examination and approval by the competent authorities, such amendment shall be submitted to the competent authorities for approval; if the amendment involves registration of the Company, the involved changes are required to be registered pursuant to law.   | <b>Article 204</b> If any amendment to these Articles of Association passed by resolutions at <b>the general meeting</b> is subject to examination and approval by the competent authorities, such amendment shall be submitted to the competent authorities for approval; if the amendment involves registration of the Company, the involved changes are required to be registered pursuant to law.  |
| Article 191 The board of directors shall amend the Articles of Association according to the resolutions of the shareholders' general meeting and the opinions of the relevant competent authority.<br><br>Notwithstanding the foregoing paragraph, in the following circumstances, the shareholders' general meeting may pass a resolution to authorize the board of directors to amend the Articles of Association in accordance with the following principles:<br><br>(I) the board of directors may make non-substantial amendments to the Articles of Association as required for implementing a resolution passed by the general meeting, such as changes to registered capital, number of shares, company name or address as required by the resolution of the general meeting; and<br><br>(II) the board of directors may change the wordings or order of articles of these Articles of Association in accordance with the requirements raised by the competent authorities during their review of the draft of the Articles of Association passed by the general meeting. | <b>Article 205</b> The board of directors shall amend the Articles of Association according to the resolutions of <b>the general meeting</b> and the opinions of the relevant competent authority.<br><br>Notwithstanding the foregoing paragraph, in the following circumstances, <b>the general meeting</b> may pass a resolution to authorize the board of directors to amend the Articles of Association in accordance with the following principles:<br><br>(I) the board of directors may make non-substantial amendments to the Articles of Association as required for implementing a resolution passed by <b>the general meeting</b> , such as changes to registered capital, number of shares, company name or address as required by the resolution of <b>the general meeting</b> ; and<br><br>(II) the board of directors may change the wordings or order of articles of these Articles of Association in accordance with the requirements raised by the competent authorities during their review of the draft of the Articles of Association passed by <b>the general meeting</b> . |

| Before amendment   | After amendment  |
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| Chapter 12 Supplementary Provisions  | Chapter <b>11</b> Supplementary Provisions   |
| Article 193 Definition   | <b>Article 207</b> Definition:   |
| (I) Controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the Company, or a shareholder who, despite its shareholding being less than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the shareholders' general meeting.  | (I) Controlling shareholder refers to a shareholder who holds 50% of the total share capital of the company <b>limited by shares</b> , or a shareholder who, despite its shareholding being no more than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of <b>the general meeting</b> .   |
| (II) Actual controller means a person who has actual power to direct the acts of such company by investment, contract or other arrangements.   | (II) Actual controller means <b>a natural person, legal person or other organization</b> who has actual power to direct the acts of such company by investment, contract or other arrangements.  |
| (III) Connected relationship is the relationship between the controlling shareholder, the actual controller, directors, supervisors or senior management members of a company and enterprises directly or indirectly controlled by them, as well as other relationships which may cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having connected relationship only because they are owned by the State. | (III) Connected relationship is the relationship between the controlling shareholder, the actual controller, <b>directors, senior management</b> of a company and enterprises directly or indirectly controlled by them, as well as other relationships which may cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having connected relationship only because they are owned by the State. |
| (IV) Subsidiary(ies) refers to a company in which the Company holds more than 50% of its shares or may determine the composition of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.  | (IV) Subsidiary(ies) refers to a company in which the Company holds more than 50% of its shares or may determine the composition of <b>more than half of</b> the member of its board of directors or may have de facto control through agreements or other arrangements.   |
| (V) President used in the Articles of the Association shall have the same meaning as "Manager" in the Companies Act and other laws and regulations; vice president shall have the same meaning as "Deputy Manager" in the Companies Act and other laws and regulations.  | (V) President used in the Articles of the Association shall have the same meaning as "Manager" in the Companies Act and other laws and regulations; vice president shall have the same meaning as "Deputy Manager" in the Companies Act and other laws and regulations.  |

| Before amendment   | After amendment  |
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| <p>(VI) Accounting firm used in the Articles of Association shall have the same meaning as “Auditor”. Unless otherwise expressly referred to in the relevant national laws and administrative regulations and the regulatory rules of the place where the Company’s shares are listed, the term “Independent non-executive directors” in the Articles of Association shall have the same meaning as “Independent directors”.</p> | <p>(VI) The terms “accounting firm”, <b>“audit committee”</b> used in the Articles of Association shall have the same meaning as “auditor” and <b>“audit committee” used in the Listing Rules of Stock Exchange. The term “remuneration committee” in the Articles of Association shall have the same meaning as that of “remuneration and appraisal Committee” in the Guidelines for Articles of Association of Listed Companies (2025 Revision).</b> Unless otherwise expressly referred to in the relevant national laws and administrative regulations and <b>rules of the stock exchange(s)</b> on which the shares of the Company are listed, The term “independent directors” in the Articles of Association shall have the same meaning as <b>“independent non-executive directors” in the Listing Rules of Stock Exchange.</b></p> <p><b>Subject to requirements of the context and the regulatory requirements of the listing place where the shares of the Company are listed, the terms “related” and “related party” used in the Articles of Association mean (1) “connected” and “connected person” as defined in the Listing Rules of the Stock Exchange , or (2) “related” and “related party” as defined in the Listing Rules of the Shanghai Stock Exchange.</b></p> |
| <p>Article 195 For the purpose of the Articles of Association, the terms “not less than”, “within”, “not more than” are inclusive terms and the terms “exceeding”, “less than”, “beyond”, “below” and “above” are exclusive terms.</p>   | <p><b>Article 209</b> For the purpose of the Articles of Association, the terms <b>“not less than”</b> , <b>“within”</b> are inclusive terms and the terms <b>“exceeding”, “beyond”, “below” and “above”</b> are exclusive terms.</p>  |
| <p>Article 197 The appendix to these Articles of Association shall include the Rules of Procedures for General Meetings, the Rules of Procedure for Board Meetings and the Rules of Procedures of Meetings of the Supervisory Committee.</p>   | <p><b>Article 211</b> The appendix to these Articles of Association shall include <b>the Rules of Procedures for General Meetings and the Rules of Procedure for Board Meetings.</b></p>   |

| Before amendment   | After amendment  |
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| Article 198 The Articles of Association shall come into force and be implemented on the date when it is examined and approved by the general meeting of the Company and it applies to the amendments.  | <b>Article 212</b> The Articles of Association shall come into force and be implemented on the date when it is examined and approved by <b>the general meeting</b> of the Company and it applies to the amendments. <b>The original Articles of Association of the Company shall automatically become invalid as of the effective date of the Articles of Association.</b> |
| Article 199 Should there be any inconsistency between the Articles of Association and relevant national laws, administrative regulations, departmental rules, other relevant normative documents and the rules of the stock exchange on which the Company's shares are listed, the latter shall prevail. | <b>Article 213</b> Should there be any inconsistency between the Articles of Association and relevant national laws, administrative regulations, departmental rules, other relevant normative documents and <b>rules of the stock exchange</b> on which the Company's shares are listed, the latter shall prevail.   |

Save for the above-mentioned amendments and the change of the serial number of the Articles of Association caused by such amendment, the others will remain unchanged.

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

**RULES OF PROCEDURES FOR GENERAL MEETINGS OF  
FLAT GLASS GROUP CO., LTD.**

**Chapter 1 General Provisions**

**Article 1** To regulate the behavior of Flat Glass Group Co., Ltd. (“**the Company**”) and ensure that the general meeting can exercise its functions and powers according to law, these Rules are formulated in accordance with Company Law of the People’s Republic of China (hereinafter referred to as “**Company Law**”), Securities Law of the People’s Republic of China (hereinafter referred to as “**Securities Law**”), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “**Hong Kong Listing Rules**”), Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as “**Listing Rules of SSE**”, together with the Listing Rules of the Stock Exchange, are referred to as the “**Listing Rules**”), Rules of general meeting of shareholders of listed companies and other relevant laws, administrative regulations and normative documents and Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as “**Articles of Association**”).

**Article 2** The convening, proposal, notification, and holding of the company’s general meetings shall be subject to the Rule.

**Article 3** The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law.

The Board shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.

**Article 4** The general meeting shall exercise its functions and powers within the scope specified by the Company Law and the Articles of Association.

**Article 5** General meetings are classified into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within six months after the end of the preceding fiscal year.

Extraordinary general meetings shall be convened irregularly. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

- (I) The number of directors falls short of the quorum stipulated in the Company Law or is less than two thirds of the number specified in the Articles of Association;
- (II) The unrecovered losses of the Company amount to one third of the total amount of its share capital;

- (III) Shareholder(s) holding more than 10% (inclusive) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;
- (IV) The Board deems necessary;
- (V) The Audit Committee proposes to convene such meeting;
- (VI) Other circumstances stipulated by laws, administrative regulations, departmental rules, Listing Rules or the Articles of Association.

The calculation of the proportion of the shares in the preceding paragraph (three) shall be calculated as the date on which the shareholder(s) submit(s) a written request.

Companies cannot be convened the general meeting of shareholders within the time mentioned above, which shall be reported to the local China Securities Regulatory Commission (hereinafter referred to as the “**China Securities Regulatory Commission (CSRC)**”) dispatched institutions and securities exchange, and the company should give the reasons and make an announcement in respect thereof. If there are otherwise provisions of the rules of stock exchange(s) in the place where the Company's shares are listed, such provisions shall apply.

**Article 6** In convening a general meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following issues:

- (I) Whether the convening and convening procedure of the meeting comply with laws, administrative regulations and the Articles of Association;
- (II) Whether the attendees and convener of the meeting are eligible;
- (III) Whether the voting procedures and results of the meeting are lawful and valid;
- (IV) Legal opinions on other relevant matters upon request by the Company.

## **Chapter 2 Convening of General Meetings**

**Article 7** The board of directors shall convene the general meeting of shareholders on time in accordance with the Articles of Association and the provisions of the Rules.

**Article 8** An extraordinary general meeting may be convened upon proposal by independent directors to the Board with the consent of more than half of all the independent directors. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Where the Board does not agree to convene the extraordinary general meeting as proposed by the independent directors, it shall give the reasons and make an announcement in respect thereof.

**Article 9** The Audit Committee shall be entitled to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

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

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

**Article 10** An extraordinary general meeting may be convened upon request by shareholders severally or jointly holding more than 10% shares (including preferred shares with restored voting rights, but excluding treasury shares) of the Company to the Board, and such request shall be put forward to the Board in writing. The Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the request.

Where the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the Board does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% shares (including preferred shares with restored voting rights, but excluding treasury shares) of the Company shall be entitled to propose to the Audit Committee to convene an extraordinary general meeting, and shall put forward such request to the Audit Committee in writing.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original proposal set forth in the notice shall be approved by the relevant shareholders.

In case of failure to issue the notice of the general meeting within the term stipulated, the Audit Committee shall be deemed as failing to convene and preside over the general meeting. As a result of its failure to do so for more than 90 consecutive days, shareholder(s) severally or jointly holding more than 10% shares (including preferred shares with restored voting rights, but excluding treasury shares) of the Company may convene and preside over such meeting by himself/themselves.

**Article 11** Where the Audit Committee or shareholder(s) decide(s) to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the Stock Exchange at the same time.

Before the resolution of the general meeting, the shareholders' shareholding ratio (including preferred shares with restored voting rights, but excluding treasury shares) shall not be less than 10%.

When the Audit Committee and the convening of the shareholders decide to send a notice of the general meeting of shareholders and the announcement of the resolution of the general meeting, they shall also submit the relevant certification materials to the local stock exchange at the same time.

**Article 12** With regard to the general meeting convened by the Audit Committee or shareholders on its/their own initiative, the Board and its secretary or the secretary of the company shall offer cooperation.

The Board shall provide a shareholders' register as of the equity registration date. Where the Board fails to provide the shareholders' register, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the general meeting. The shareholders' register obtained by the convener shall not be used for other purposes except for the general meeting.

**Article 13** Where the Audit Committee or shareholder(s) convene(s) the general meeting, the expenses incurred therefrom shall be borne by the Company.

### **Chapter 3 Proposals and Notice of General Meetings**

**Article 14** The content of a proposal shall be determined by the general meeting, shall have definite topics and specific issues for resolution, and shall comply with the relevant provisions of laws, administrative regulations, rules of stock exchange(s) of the place(s) in which the shares of the Company are listed and the Articles of Association.

**Article 15** Where the Company convenes a general meeting, the Board, Audit Committee, and shareholder(s) severally or jointly holding more than 1% shares (including preferred shares with restored voting rights, but excluding treasury shares) of the Company may make proposals to the Company in written form. Matters within the scope of authority of the general meeting of the proposal shall be included in the agenda of the meeting.

Shareholder(s) severally or jointly holding more than 1% shares (including preferred shares with restored voting rights, but excluding treasury shares) of the Company may submit written provisional proposals to the convener 10 days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposal and announce the content of the provisional proposal and submit the ad hoc proposal to the general meeting for consideration, unless the proposal violates any law, administrative regulation, the listing rules of the stock exchange on which the Company's shares are listed or the relevant provisions of the Articles of Association, or falls outside the scope of the general meeting's powers.

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



Proposals not set out in the notice of general meeting or not complying with the article 14 of the rule shall not be voted on or resolved at the general meeting.

**Article 16** When the Company convenes a general meeting, the convener shall notify the Shareholders by way of announcement at least 21 days before the date of the annual general meeting, and for an extraordinary general meeting, the Shareholders shall be notified by way of announcement at least 15 days before the date of the meeting.

The duration of the aforesaid notice of the general meeting shall not include the date on which then announcement is published and meeting is convened.

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

**Article 17** Notice of the general meeting includes the following:

- (I) The time, venue and duration of the meeting;
- (II) Matters and proposals that shall be submitted to the meeting for consideration;
- (III) Contains a clear statement that all ordinary shareholders(including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;
- (IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;
- (V) The names and telephone numbers of the standing contact persons for the meeting;
- (VI) The time and procedure for voting online or through other means.

Notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose the specific content of all the proposals, and all the information or explanations required to make reasonable judgments on the matters to be discussed.

**Article 18** If the election of directors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the director candidates, which information shall at least include:

- (I) Personal particulars, including educational background, work experiences, and concurrent positions;
- (II) Whether one has any related connection with the company, its controlling shareholders and effective controllers;
- (III) The amount of shares of the listing company one holds;

(IV) Whether one has been punished by CSRC or any other relevant department or reprimanded by the stock exchange.

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

**Article 19** There shall be not more than 7 business days in the notice of the general meeting between the date of record and the date of the general meeting. The rules of stock exchange(s) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed. The date of record shall not be changed once determined.

**Article 20** After a notice of general meeting is provided, the general meeting shall not be postponed or cancelled, and the proposals set out in the notice of general meeting shall not be cancelled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date. If the rules of stock exchange(s) in the place where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.

#### **Chapter 4 Convening of General Meetings**

**Article 21** The place where the Company convenes a general meeting shall be the domicile of the Company or the venue explicitly notified in the notice of the general meeting by the convener of a general meeting in accordance with the principle of facilitating the Shareholders' participation in the general meeting.

The general meeting shall set a venue and be held in the form of on-site meeting, and it shall be also in accordance with the provisions of laws, administrative regulations, and the China Securities Regulatory Commission or the articles of association, and the company will provide a convenience for the shareholders to participate in the general meeting under a safe, economy, convenient internet network and other ways. Shareholders who attend the general meeting in the manner mentioned above, which will be seen as attended.

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

**Article 22** When the general meeting of the Company use the internet or other methods, the voting time and the voting procedure of the internet or other methods should be stated clearly in the notice of the general meeting.

The opening time for voting at a general meeting held by way of Internet or other means shall not be earlier than 3:00 p.m. on the day before the on-site general meeting, and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and the closing time shall not be earlier than 3:00 p.m. on the day of the closing of the on-site general meeting.

**Article 23** The board of directors and the other conveners shall take necessary measures to ensure the normal order of the general meeting. The company will take measures to prevent the interference of the general meeting, affray and violations of the legitimate rights and interests of the shareholders and report the situation(s) to the relevant departments to investigate immediately.

**Article 24** The shareholders may attend general meetings and exercise the voting rights by themselves, or they can also entrust a proxy to attend the meetings and exercise the voting rights within their authorization.

All ordinary shareholders (including preferred stock shareholders with voting rights restored, but excluding treasury shares) or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.

**Article 25** In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself. In the event that a proxy attends the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.

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

**Article 26** The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

- (I) the name or designation of the principal, the class and number of shares held in the company;
- (II) the name or designation of the proxy.;
- (III) specific instructions from the shareholder to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;
- (IV) the signing date and validity of the power of attorney;
- (V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.

**Article 27** Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit. If no instructions are given, the proxy shall be deemed to have the discretion to vote as he/she thinks fit.

**Article 28** In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

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

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

**Article 29** If the relevant documents above submitted by the attendants are under any of the following circumstances, the qualification for attending the meeting shall be deemed to be invalid:

- (1) The identification information submitted by the principal or attendants by proxy is false or unidentifiable;
- (2) The sample of the power of attorney registered by fax is obviously inconsistent with the sample of the signed power of attorney submitted when actually attending the meeting;
- (3) None of principal or proxy has signed the power of attorney, or the signature does not meet the requirements;
- (4) The relevant documents submitted by the principal or the person attending the meeting on his/her behalf have other obvious violations of the relevant provisions of the laws, administrative regulations, the Articles of Association or the Rules.

**Article 30** The principal and his/her proxy shall assume corresponding legal consequences for the principal's or his/her proxy's ineligibility to attend the meeting because the principal authorizes unclearly or the certificate submitted by his or her proxy to prove the principal's legal identity or the entrustment relationship and other relevant documents fail to meet the provisions of the laws, regulations and the Articles of Association.

**Article 31** A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.

**Article 32** The convener(s) and lawyers engaged by the Company shall jointly verify the validity of shareholders' qualifications based on the members registration list offered by the securities registration and clearing institution, and shall register names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold. If the rules of stock exchange(s) of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.

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

**Article 33** Where the general meeting requires directors or senior management to attend, such directors or senior management shall attend the meeting and respond to shareholders' questions. Subject to the rules of the stock exchange(s) on which the Company's shares are listed, the aforementioned persons may attend or be present at the meeting via the internet, video, telephone or any other means of equivalent effect.

**Article 34** The chairman of the board of directors shall preside over the general meeting. If the chairman is unable or fails to perform his duties, the deputy chairman (If the company has two or more deputy chairmen, the meeting shall be chaired by the deputy chairman jointly elected by a majority of the directors.) shall convene and preside the meeting. In the event that the deputy chairman is unable or fails to perform his duties, a director shall be elected by a simple majority of directors to preside the meeting.

A general meeting convened by the Audit Committee itself shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee cannot or does not fulfil the duty thereof, more than half of the member of Audit Committee may elect a member to preside over the meeting.

A general meeting convened by the shareholders themselves shall be presided over by convener or a representative elected by the convener.

When a general meeting is held and the presider violates these rules which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.

**Article 35** The Board shall report their work in the preceding year at the annual general meeting. Also, every independent director should give a work report.

**Article 36** Directors and senior management staff should make interpretation and illustration according to the queries of shareholders.

**Article 37** The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

**Article 38** The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.

### **Chapter 5 Voting and Resolutions at General Meetings**

**Article 39** Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

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

Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

**Article 40** The following matters shall be approved by ordinary resolutions at a general meeting:

- (I) Work reports of the board of directors;
- (II) Profit distribution plans and loss recovery plans formulated by the board of directors;
- (III) Appointment and removal of the members of the board of directors, their remuneration and the method of payment thereof;
- (IV) The Company's annual report;
- (V) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, the rules of stock exchange(s) of the place where the Company's shares are listed or the Articles of Association.

**Article 41** The following matters shall be approved by special resolutions at a general meeting:

- (I) Increase or reduction in registered capital of the Company;
- (II) Division, spin-off, merger, dissolution and liquidation of the Company;
- (III) Revision of the Articles of Association;
- (IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;
- (V) The equity incentive plans;

- (VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the rules of stock exchange(s) of the place where the Company's shares are listed or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.

**Article 42** Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

The general meetings should consider significant matters affecting the interests of small investors; the voting of small investors should be counted separately. And the results shall be disclosed publicly timely. Where the rules of stock exchange(s) of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.

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

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

The board of directors of the company, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC can openly solicit the voting right of the shareholders. The purpose and information of soliciting the voting right of the shareholders should be fully disclosed. Prohibit paying or in any disguised form of compensation to solicit the voting right from the shareholders. Save for statutory conditions, the company shall not limit the minimum shareholding percentage on soliciting the voting right.

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

**Article 43** When the general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the general meeting shall be made to fully disclose the way of voting of unrelated shareholders.

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

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

**Article 44** The Company shall not enter into any contract with anyone other than a director, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

**Article 45** The list of candidate of directors shall be submitted to the general meeting as a proposal for voting. The method and procedures for nomination of directors are as follows:

- (I) The board of directors and shareholder(s) individually or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for director(s);
- (II) The board of directors, Audit Committee and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;
- (III) The employee representative director on the board of directors is elected by the employees' representative assembly;
- (IV) When the shareholders nominate director(s) and independent director(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting. If there are any special requirements by the rules of stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.

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



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

Cumulative voting mentioned in the preceding paragraph means that when directors are being elected at a general meeting, each share has as many voting rights as the candidates for directors, and the shareholders' voting rights may be used in a concentrated manner.

**Article 46** Save under the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

**Article 47** No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting.

**Article 48** The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.

**Article 49** Voting at the general meeting shall record the names of the voters.

**Article 50** When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.

When proposals are voted on at the general meeting, the lawyer, shareholders' representative shall be jointly responsible for the counting and monitoring of the ballots. The voting results shall be announced on the spot and recorded in the meeting minutes.

Shareholders of listed companies or proxies thereof voting over the network or otherwise shall have the right to check their voting results via the corresponding voting system.

**Article 51** A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.

Before the voting result is announced, the relevant parties including the listed company, counting officer, monitoring officer, shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.

**Article 52** Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

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

**Article 53** In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

**Article 54** Resolutions of the general meeting shall be announced in due time in accordance with the rules of stock exchange(s) of the stock exchange where the Company's shares are publicly traded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal and the details of each of the resolutions passed.

Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.

**Article 55** Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

**Article 56** If the general meeting approves a proposal on the election of a director, the newly elected director shall take office on the date the general meeting adopts the resolution, unless otherwise provided in the general meeting resolution.

**Article 57** Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

**Article 58** Where a company repurchases common shares for the purpose of reducing its registered capital by issuing preferred shares to the public, or repurchases common shares from specific shareholders by issuing preferred shares to specific objects as the means of payment, any resolution of the general meeting on the repurchase of common shares must be approved by shareholders representing at least two-thirds of the voting rights present at the meeting.

The company shall announce the resolution on the repurchase of common shares on the day following the date on which the general meeting adopts such resolution.

**Article 59** Any content of a resolution approved at the general meeting of the Company will be invalid if it violates the laws and administrative regulations.

The controlling shareholder and de facto controller of the company shall not restrict or obstruct the exercise of voting rights by minority investors in accordance with the law, and shall not harm the legitimate rights and interests of the company and minority investors.

If the procedures for convening a general meeting or the voting methods violate the laws, administrative regulations and the Articles of Association or the contents of any resolution violate the Articles of Association, the shareholders may request the competent people's court to withdraw it within 60 days from the date when such resolution is made. However, this does not apply if there are only minor defects in the meeting convening procedures or voting methods of the general meeting, which do not have a substantial impact on the resolution.

If the board of directors, shareholders or any other relevant party disputes the convener's qualification, the convening procedure, the legality of the proposals, or the validity of the general meeting resolution, it shall promptly file a suit with the People's Court. Before the People's Court renders a judgment or ruling to revoke the resolution or otherwise, the relevant parties shall implement the resolution. The company, its directors and senior officers shall faithfully perform their duties, execute the general meeting resolution without delay and ensure the normal operation of the company.

Where the People's Court has rendered a judgment or ruling on the relevant matter, the company shall, in accordance with the laws, administrative regulations, and the provisions of the China Securities Regulatory Commission and the stock exchange, fulfill its information-disclosure obligations, fully explain the impact, and actively cooperate in the implementation of the judgment or ruling after it takes effect. If the matter involves the correction of a previous event, the company shall handle it promptly and discharge the corresponding information-disclosure obligations.

### **Chapter 6 Minutes of General Meeting and Archives Management**

**Article 60** Minutes of a general meeting shall be kept by the Secretary of the Board.

The minutes of the meeting shall specify:

- (I) the date, venue and agenda of the meeting, and the name of the convener;
- (II) the names of the presider, the directors, and senior executives present at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;
- (IV) the process of discussion in respect of each proposal, highlights of speeches and the voting result;
- (V) details of the inquiries or suggestions of the shareholders, and the corresponding responses or explanations;

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

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

**Article 61** The attending or present directors, Secretary of the Board, convener or representative thereof, and preside shall sign the minutes of the meeting and ensure the contents of the minutes are true, accurate and complete. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or by other means shall be kept for 10 years.

#### **Chapter 7 Authorization of General Meeting to the Board of Directors**

**Article 62** Without violation of laws, administrative regulations, department rules, the Listed Rules and the Articles of Association, the general meeting may pass a resolution to authorize the board of directors.

**Article 63** Matters which, as required by laws, administrative regulations, the Listing Rules and the Articles of Association, shall be resolved at general meetings shall be considered and reviewed at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

For any authorization granted to the board of directors by the general meeting, the matter involved shall be approved by shareholders (including their proxies) representing more than one-half of the voting rights present at the general meeting if it constitutes an ordinary resolution, or by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting if it constitutes a special resolution. The contents of the authorization shall be clearly specified in details.

**Article 64** When making decisions on authorized matters, the board of directors shall conduct sufficient discussions and demonstrations, and if necessary, employ an intermediary institution to provide consultation opinions to ensure the scientificity and rationality of the decision-making matters.

**Chapter 8 Supplementary Provisions**

**Article 65** Unless otherwise stated, the terms used in the Rules shall have the same meaning with those in the Articles of Association.

**Article 66** For the purposes of these Rules, any “announcement,” “notice” or “supplementary notice of the general meeting” means the disclosure of the relevant information on the media and the stock-exchange website that meet the conditions specified by the China Securities Regulatory Commission.

**Article 67** For the purpose of the Rules, the terms “above”, “within” are inclusive terms and the terms “exceeding”, “below” and “more than” are exclusive terms.

**Article 68** The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the rules of stock exchange(s) of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the rules of stock exchange(s) of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the rules of stock exchange(s) of the place where the shares of Company are listed shall prevail.

**Article 69** These rules shall be subject to interpretation by the Board of the Company as an appendix of Articles of Association.

**Article 70** These rules shall come into effect upon deliberation and approval of the general meeting of the Company. Upon the effectiveness of these Rules, the company’s original Rules of Procedure for the Shareholders’ General Meeting shall automatically cease to apply.

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **RULES OF PROCEDURE FOR BOARD MEETINGS OF FLAT GLASS GROUP CO., LTD.**

### **Chapter 1 General Provisions**

**Article 1** To regulate the discussion methods and voting procedures of the Board of Flat Glass Group Co., Ltd. (“**the Company**”), urge the directors and the Board to effectively perform their duties and ensure the regulated operation and scientific decision-making of the Board, these Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China (“**Company Law**”), Securities Law of the People’s Republic of China (“**Securities Law**”), Code of Corporate Governance for Listed Companies in China, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as **Hong Kong Listing Rules**), Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as **Listing Rules of SSE**, together with the Listing Rules of the Stock Exchange, are referred to as the “**Listing Rules**”) and Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as “**Articles of Association**”) and other relevant provisions.

**Article 2** Upon the effective day of this rule, it shall become the legal document regulating the Company Board of directors’ organization and activities, and the rights and obligations on the directors.

### **Chapter 2 Directors**

**Article 3** Directors of the Company are natural persons, and shall not serve as director of the Company in any of the following circumstances:

- (I) Being without civil capacity or with only limited civil capacity;
- (II) Having been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market; or he has ever been deprived of his political rights due to any crime and five years have not elapsed since the completion date of the execution of the penalty. Have been given a suspended sentence and for whom less than two years have passed since the completion of the probation period;
- (III) Having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and three years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;
- (IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and three years have not elapsed since the date of the revocation of the business license or ordered to cease operation thereof;

- (V) He has a relatively large amount of debt which is due but has not been paid and is designated as a dishonest judgment debtor by the People's Court;
- (VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective;
- (VII) Having been publicly deemed unsuitable to serve as a director or senior management officer of a listed company by the stock exchange where the company is listed, and the disqualification period has not yet expired; and
- (VIII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the rules of stock exchange(s) of the place where the shares of the Company are listed.

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

**Article 4** Directors shall be elected and changed by the shareholders at general meetings and can be removed from office before the end of term of office. The directors shall serve a term of three years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and the rules of the stock exchange(s) of the place where the shares of the Company are listed.

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

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

The Company shall have one director who is a workers' representative. The workers' director shall be elected and removed by the Company's employees through the Workers' Representative Congress; no submission to the general meeting is required.

**Article 5** Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company. They shall take measures to avoid any conflict between their personal interests and those of the Company, and shall not abuse their position to seek improper gain.

The director shall fulfill obligations to the Company as follows:

- (I) not to embezzle the Company's property or misappropriate its funds;
- (II) not to set up accounts in his/her own name or in the name of any other person for the purpose of depositing any of the funds of the Company;
- (III) not to abuse their position to offer or accept bribes or to receive any other illegal income;
- (IV) no director, directly or indirectly, conclude a contract or otherwise transact with the Company unless first reported the matter to the board of directors or the general meeting and the transaction has been approved by the Board or the general meeting in accordance with the Articles of Association;
- (V) no director may take advantage of his or her position to secure, for himself/herself or for any other person, any commercial opportunity that belongs to the Company, except where:
  - the matter has been reported to the board of directors or the general meeting and approved by the general meeting, or
  - the Company is unable to exploit the opportunity under any law, administrative regulation or the provisions of these Articles of Association;
- (VI) no director may, either on his or her own account or for any other person, engage in any business that is of the same nature as that of the Company unless he or she has first reported the matter to the board of directors or general meeting and the engagement has been approved by the general meeting;
- (VII) not to misappropriate commissions derived from transactions entered into by the Company;
- (VIII) not to disclose confidential information of the Company without authorization;
- (IX) not to damage the interests of the Company by taking advantage of his/her connections with the Company;
- (X) other faithful obligations as required by the laws, administrative regulations, departmental rules, the rules of stock exchange(s) of the place where the shares of the Company are listed and the Articles of Association.

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



The following persons entering into a contract or otherwise transacting with the Company shall be subject to the provisions of Item (4), Paragraph 2 of this Article:

- the close relatives of any director or senior management;
- any enterprise directly or indirectly controlled by a director or senior officer, or by any of their close relatives; and
- any other affiliated person who has an additional connection with a director or senior management.

**Article 6** Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform responsibilities of diligence to the Company. In performing their duties, directors shall act in the best interests of the Company and exercise the level of reasonable care that a prudent manager would ordinarily exercise under similar circumstances.

Directors perform following responsibilities of diligence to the Company:

- (I) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;
- (II) shall treat all shareholders fairly;
- (III) shall stay abreast of the operations and management of businesses of the Company;
- (IV) shall provide signatory confirmation for the periodic reports of the Company; ensure that the information disclosed by the Company is true, accurate, and complete;
- (V) shall truthfully provide relevant information and data to the Audit Committee of the Company, and shall not obstruct the Audit Committee from performing their duties;
- (VI) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental rules, the rules of stock exchange(s) of the place where the shares of the Company are listed and the Articles of Association.

**Article 7** If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.

**Article 8** A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the Company. The resignation shall take effect on the date the company receives the resignation letter, and the company will disclose the relevant information within two trading days.

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

**Article 9** When a director's resignation takes effect or when his term of service expires, the director shall complete all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall continue in effect for a period of three years after the effective date of his resignation as a director or after the expiration of his term of office. However, the director's obligation to maintain the confidentiality of the Company's trade secrets shall survive until such secrets enter the public domain instead of being limited to three years. A director's liability arising from the performance of his or her duties during the term of office shall not be released or extinguished by resignation or departure.

**Article 10** The general meeting may resolve to remove a director, and such removal shall take effect on the date the resolution is adopted. If a director is removed without just cause before the expiration of his or her term, the director is entitled to claim compensation from the Company.

**Article 11** Unless otherwise duly authorized under these Articles of Association or by the board of directors, no director shall act in his personal capacity on behalf of the Company or the board of directors. When a director acts in his personal capacity, but a third party may reasonably believe that the director is acting for the Company or the board of directors, that director shall declare his position and capacity in advance.

**Article 12** When a director, in performing his or her duties on behalf of the Company, causes damage to any third party, the Company shall be liable for the resulting loss; if the director acted with intent or gross negligence, he or she shall also be jointly liable for the damage.

**Article 13** If a director violates the laws, administrative regulations, departmental regulations, the rules of stock exchange(s) of the place where the shares of the Company are listed or the Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for compensation.

**Article 14** Independent directors shall act in accordance with the relevant provisions of laws, administrative regulations, departmental rules, the rules of stock exchange(s) of the place where the shares of the Company are listed and the Company's work system for independent directors

### **Chapter 3 Composition and duties of the Board of Directors**

**Article 15** The Company shall set up a board of directors, which shall be accountable to the general meeting.

**Article 16** The board of directors consists of nine directors, including three independent directors and one worker's representative director. A director may concurrently serve as the President or any other senior management members; however, the aggregate number of directors who are (i) the President or other senior management members, or (ii) workers' representatives, shall not exceed one-half of the total number of directors of the Company.

**Article 17** The Board of the Company shall establish the audit committee, and establish relevant special committees such as the strategic committee, the nomination committee, the remuneration & evaluation committee, etc. Each special committee shall be accountable to the board of directors and perform the duties prescribed by the Articles of Association and the board of directors. Any proposals shall be submitted to the board of directors for consideration and approval. All members of the special committees shall be directors, among which, the majority of the members of the audit committee, the nomination committee, the remuneration committee shall be independent directors who also convene the meeting of such committees. The convener of the audit committee shall be an accounting professional. The Board of Directors shall be responsible for formulating the working rules of the designated committees and governing the operation of the designated committees. The specific powers and duties of each special committee are set out in the relevant committee work rules adopted by the Company.

**Article 18** The board of directors shall exercise its functions and powers within the scope stipulated under the Company Law, the rules of stock exchange(s) of the place where the Company is listed and the Articles of Association.

The board of directors shall explain to the general meeting any nonstandard audit opinions issued by the registered accountant on the Company's financial statements.

**Article 19** The board of directors shall establish strict review and decision-making procedures in respect of the scope of authorities for external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations; organize relevant experts and professionals to conduct assessment and seek for approval of general meeting for major investment.

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

**Article 20** The Company shall have a secretary to the board, who shall be responsible for the preparation of the general meetings and meetings of the board and document keeping management of information regarding the shareholders of the Company, and deal with information disclosure and other matters.

The secretary to the board of directors is a senior executive of the Company. The board of directors shall have the right to attend relevant meetings, access relevant documents, understand financial and operation conditions of the Company in order to perform its duties. The board of directors and other senior management shall support the secretary work of the board of directors. Any institution or individual shall not interfere with the normal performance of the secretary of the board of directors.

#### **Chapter 4 The procedures for convening and voting of the Board**

**Article 21** The chairman of the board of directors shall convene and preside over a board meeting, the vice chairman shall assist the chairman's work, if the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the vice chairman is unable or fails to perform his duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.

**Article 22** Board meetings shall be held at least four times a year, and shall be convened by the chairman of the Board. A notice shall be sent to all the directors 14 days before the meeting. If there are special provisions of the rules of stock exchange(s) of the place where the Company's shares are listed, such provisions shall apply.

**Article 23** The shareholders representing more than one tenth of the voting rights, more than one third of the directors or Audit Committee may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within ten days after receipt of the proposal.

**Article 24** The notice of the convening of the extraordinary meeting by the board of directors may be delivered by person, fax, mail or e-mail; The time limit for giving notice to all directors is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors.

Where a provisional Board meeting needs to be convened in emergency, the meeting notice may be sent by verbal means or telephone at any time, but the convener shall make explanations at the meeting.

Directors who have attended a meeting and have not raised an objection before or at the time of attendance that notice of the meeting has not been received, shall be deemed to have been given notice of the meeting.

**Article 25** Notice of meeting of the board of directors shall contain:

- (I) Time and venue of the meeting;
- (II) Duration of the meeting;
- (III) Reasons for and discussion topics of the meeting;
- (IV) Date of issuance of the notice.

**Article 26** For any material matter that shall be considered by the board of directors, sufficient meeting information shall be provided to the directors, and the directors may request to provide additional information. If more than independent directors believe that such information is incomplete or the demonstration is insufficient, they may jointly propose to the board of directors to postpone the meeting or postpone the consideration of such matter. The board of directors shall adopt it and the Company shall disclose the relevant information in time.

**Article 27** The meetings of the board of directors shall be held only if more than half of the directors are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, the rules of the stock exchange(s) of the place where the Company's shares are listed and the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company.

The voting on the resolutions of the board shall implement the one-person-one-vote system.

**Article 28** When a director is connected to companies or individual which is the subject of a resolution to be decided at a board meeting, the director shall promptly submit a written report to the board of directors and the connected director shall not vote on that resolution, and shall not vote on behalf of other directors. Such board meeting can be held if more than one half of the unconnected directors attends. Resolutions made by the board meeting shall be passed by more than one half of the unconnected directors. If less than three unconnected directors attend the board meeting, the matter shall be submitted to the general meeting for consideration. If any law, administrative regulation, departmental rule or the rules of the stock exchange(s) of the place where the shares of the Company are listed impose additional restrictions on a director's participation in or voting at meetings of the Board, such provisions shall prevail.

**Article 29** The Board meeting shall vote by show of hands, by disclosed ballot or via other voting method recognized by regulatory authority(ies) of the place where the shares of the Company are listed.

Board meetings shall, in principle, be held in person. Provided that the directors can fully express their opinions at the board meetings, such meetings can be held by means of video, telephone, fax, or email if necessary and resolutions could be passed thereof which shall be signed by the directors who attended the meeting.

Board of director may also be conducted by combining in-person attendance with other means of participation.

For meetings not held entirely in person, the quorum of directors present shall be determined by counting:

- directors who are visibly present via video link,
- directors who speak during a telephone conference,
- valid ballots received by fax or e-mail within the prescribed period, or
- directors who subsequently submit a written confirmation of their attendance.

In any of these forms, their presence is recognized for the purpose of calculating the number of directors attending the meeting.

**Article 30** Directors shall attend meetings of the board of directors in person. In the event that a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The authorization letter shall contain the name of the proxy, the matters entrusted, scope of authorization and validity period, and shall bear the signature or seal of the appointor.

The director attending the meeting as proxy shall exercise rights within the scope of authorization. Where a director is not present at a meeting of the board of directors and fails to authorize a proxy to act on his behalf, the said director shall be deemed to have waived his rights to vote at the meeting.

**Article 31** The decisions on the matters considered at meeting of the board of directors shall be recorded as minutes, which shall be signed by the attending directors. Minutes of the board meeting shall be kept as Company documents for ten years.

**Article 32** The minutes of the board meeting shall include the following:

- (I) date, venue and convener of the meeting;
- (II) names of directors and representatives authorized by the directors (representative) present at the meeting;
- (III) agenda of the meeting;
- (IV) summary of key points made by the directors at the meeting;
- (V) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstain).

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

### **Chapter 5 Chairman**

**Article 33** The board of directors shall have one chairman and one vice-chairman, both of whom shall be elected by more than half of all directors. The term for both the chairman and the vice-chairman is three years, and they may be re-elected for consecutive terms.

**Article 34** The chairman of the board of directors shall exercise the following functions and powers:

- (I) To preside over general meetings and to convene and preside over meetings of the board of directors;
- (II) To supervise and examine the implementation of the resolutions of the board of directors;
- (III) To perform the duties of a legal representative;
- (IV) In the event of an emergency caused by force majeure – such as a catastrophic natural disaster – the chairman may exercise special disposal powers over the Company’s affairs that are consistent with applicable law and the Company’s interests, and shall thereafter report such actions to the board of directors and the general meeting;
- (V) To exercise other functions and powers conferred by the board of directors;
- (VI) To exercise other power as prescribed by the laws, administrative regulations, departmental rules, the rules of stock exchange(s) of the place where shares of the Company are listed, the Articles of Association.

#### **Chapter 6 The procedures for convening and voting of the Board**

**Article 35** Unless otherwise stated, the terms used in the Rules shall have the same meaning with those in the Articles of Association.

**Article 36** For the purpose of the rule, the term “more than” is the inclusive term and the terms “exceeding” and “less than” are exclusive terms.

**Article 37** The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of stock exchange(s) of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the stock exchange(s) of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

**Article 38** The Rules shall be the appendix of the Articles of Association, and shall be subject to the interpretation of the board of directors of the Company.

**Article 39** These rules shall come into force and be implemented on the date when it is examined and approved by the general meeting of the Company and it applies to the amendments.

### FLAT GLASS GROUP CO., LTD. WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

#### Chapter 1    General Provisions

**Article 1** In order to further improve the corporate management structure of Flat Glass Group Co., Ltd (hereinafter referred as “**the Company**”, “**the Listed Company**”), promote the standardized operation of Company, and protect the legitimate rights and interests of all shareholders of the Company, especially minority shareholders, from being harmed, we hereby establish the System according to related provisions in Company Law of People’s Republic of China, the Securities Law of People’s Republic of China, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Ltd (hereinafter referred as “**Listing Rules of Stock Exchange**”), Rules Governing the Listing of Securities on Shanghai Stock Exchange (hereinafter referred as “**Shanghai Stock Exchange Listing Rules**”, together with the Listing Rules of Stock Exchange, collectively referred to as the “**Listing Rules**”), Measures for the Administration of Independent Directors of Listed Company and the Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred as the “**Articles of Association**”).

**Article 2** Independent Director refers to the person who acts as the Director of the Company other than any other title, and who had no direct or indirect interest relation with the Company and its major shareholders, actual controllers, or other relationships that may affect its independent and objective judgment. The term “independent non-executive directors” in the Listing Rules of Stock Exchange has the same meaning.

The Independent Directors shall perform their duties independently, without being affected by the Company and its major shareholders, actual controllers and other units or individuals.

**Article 3** The Independent Director shall be obliged for loyalty and diligence to the Company and all of shareholders, and shall conscientiously perform their duties in accordance with laws, administrative regulations, the provisions of the China Securities Regulatory Commission (hereinafter referred to as the CSRC), the rules of the stock exchange on which the Company’s shares are listed, and the Articles of Association, and play a role in participating in decision-making, supervision, and balances and professional consulting in the board of directors, safeguarding the overall interests of the Company, and protecting the legitimate rights and interests of minority shareholders.

**Article 4** At least more than one third of Independent Directors shall be included in members of board of directors of the Company, including at least one Accounting Professional. Accounting Professional means the person who meets at least one of the following criteria:

- (1) Be qualified as a certified public accountant;
- (2) Has a senior professional title, associate professor and above professional title, or a doctoral degree in accounting, auditing or financial management;
- (3) Holds a senior professional title in economic management and has over 5 years of full-time working experience in professional positions such as accounting, auditing or financial management of public companies.



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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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At least one independent director (non-executive) of the Independent Directors shall always reside in Hong Kong.

**Article 5** The board of directors shall establish the Audit Committee (hereinafter referred as the “**Audit Committee**”), the Nomination Committee, the Remuneration Committee, the Strategic Development Committee and the Risk Management Committee.

All members of the above special committees are composed of directors of the Company. Among them, all members of the Audit Committee are non-executive directors, and Independent Directors account for the majority and serve as the convener/chairman. The convener of the Audit Committee is an Accounting Professional, and members of the Audit Committee are directors who do not serve as senior management of the Company; the majority of the members of the Nomination Committee shall be Independent Directors, and the chairman of the board of directors or an Independent Director shall act as the convener/chairman; Independent Directors account for the majority of the Remuneration Committee and serve as the convener/chairman.

### Chapter 2    Qualifications and Appointments and Removals

**Article 6** The person who acts as Independent Director of the Company shall:

- (1) Be qualified as a director of listed company according to laws, administrative regulations, departmental rules, the Listing Rules and other relevant provisions;
- (2) Have the independence as required in Article 7 of the System;
- (3) Have basic knowledge on operation of listed companies and be familiar with relevant laws, rules and regulations;
- (4) Have five-year or more experience in laws, accounting and economy or other professionals required for duties of an Independent Director;
- (5) Have good personal morality and have no bad records such as major dishonesty;
- (6) Meet other requirements in laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.

**Article 7** The Independent Directors must be independent and no one as follows shall act as the Independent Director:

- (1) The person and its spouses, parents, children or major social relations who work in the Company or its affiliates;
- (2) The person who, directly or indirectly, held 1% or more of the issued shares of the Company, or natural person shareholder out of top ten shareholders of the company or spouses, parents, children of such shareholders;

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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- (3) The person or spouses, parents, children of such person who work in the company of shareholder who, directly or indirectly, held 5% or more of the issued shares of the Company or shareholders out of the top five shareholders of the Company;
- (4) The person or spouses, parents, children of such person who work in affiliates of the controlling shareholder or actual controller of the Company;
- (5) The person who had major business with the Company, its controlling shareholder or actual controller or their own affiliates, or who works in entities with which he had major business, their controlling shareholders, actual controllers;
- (6) The person who provides financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their own affiliates, which including but not limited to all of project team, each staff at all levels for review, signatories of reports, the partner, Directors, senior management and main responsible person of agencies providing such service;
- (7) The person who was in items 1 to 6 during the last 12 months;
- (8) Other persons who were not independent as stipulated by laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.

The affiliates of the controlling shareholder and actual controller of the Listed Company in items 4 to 6 of the preceding paragraph do not include those controlled by the same state-owned assets management institution as the Listed Company and those not constituting a related party relationship with the Listed Company in accordance with relevant regulations.

Independent Directors shall conduct self-inspection on independence every year and submit the self-inspection to the board of directors. The board of directors shall evaluate the independence of the current Independent Directors annually and issue special opinions, which shall be disclosed together with the annual report.

**Article 8** In principle, an Independent Director shall serve as an Independent Director in at most three domestic listed companies, and shall ensure that he/she has sufficient time and energy to effectively perform his/her duties as an Independent Director.

**Article 9** The Independent Directors shall be nominated by the board of directors, shareholders who solely or jointly hold 1% or more of issued shares of the Company, and shall be decided on election of general meeting.

Investors protection institutions established by law may publicly request shareholders to entrust them to exercise the right to nominate Independent Directors on their behalf.

The nominator specified in the first paragraph shall not nominate any person who has an interest in such person or any other close person who may affect the independent performance of his duties as a candidate for Independent Director.

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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**Article 10** The nominator of Independent Directors shall be approved by nominees before nomination.

The nominator shall fully understand the occupation, education, job title, the detailed working experience, all and any part-time job of nominees, whether there are any bad records such as major dishonesty and shall give opinions on the independence of the nominee and other conditions for serving as an Independent Director. The nominee shall make a public declaration as to his/her independence and other conditions for serving as an Independent Director.

**Article 11** The Company shall establish the Nomination Committee in the board of directors. The Nomination Committee shall examine the qualifications of the nominees and form a clear opinion on the examination.

The Company shall, prior to the convening of the general meeting for the election of Independent Directors, disclose the relevant contents and submit the relevant materials of all Independent Director candidates to the Stock Exchange in accordance with Article 10 of the System and the preceding paragraph. The relevant materials submitted shall be true, accurate and complete.

The stock exchange shall, in accordance with the regulations, examine the relevant materials of the Independent Director candidates, exercise prudent judgment as to whether they meet the qualifications for the office and shall have the right to raise objections. If any objection is raised by the stock exchange, the Company shall not submit it to the general meeting for election.

If the rules of the stock exchange(s) on which the shares of the Company are listed have other provisions on the review procedures for Independent Director candidates, those provisions shall prevail.

**Article 12** If more than two Independent Directors are elected at the general meeting of the Company, the cumulative voting system shall be adopted, and the votes of the minority shareholders shall be separately counted and disclosed.

**Article 13** The term of Independent Directors shall be the same with other directors of the Company, could be re-elected and reappointed at expiry of the term, while the re-election shall not exceed six years.

**Article 14** Before the expiration of the term of an Independent Director, the Company may remove him or her from office in accordance with legal procedures. If an Independent Director is removed from his position in advance, the Company shall disclose the specific reasons and basis in a timely manner. If an Independent Director has any objection, the Company shall disclose it in a timely manner.

If an Independent Director fails to comply with the provisions of item 1 or item 2 of Article 6 of the System, he/she shall immediately cease to perform his/her duties and resign from his/her position. If he/she fails to resign, the board of directors shall immediately terminate his/her duties as required after becoming aware of or being aware of the fact.

Where an Independent Director resigns or is removed from office as a result of the circumstances set out in the preceding paragraph, resulting in the proportion of Independent Directors on the board of directors or its special committees failing to comply with the provisions of the System or the Articles of Association, or where there is a lack of accounting professionals among the Independent Directors, the Company shall complete the by-election within sixty days from the date of the occurrence of the aforesaid fact.

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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**Article 15** An Independent Director may resign before the term of office expires. An Independent Director who resigns shall submit a written resignation report to the board of directors, explaining any circumstances related to his/her resignation or that he/she deems necessary to draw the attention of the Company's shareholders and creditors. The Company should disclose the reasons for and concerns about the resignation of Independent Directors.

If the resignation of an Independent Director will result in the proportion of Independent Directors in the board of directors or its special committees not being in compliance with the provisions of the System or the Articles of Association, or if there is a lack of accounting professionals among the Independent Directors, the Independent Director who intends to resign shall continue to perform his/her duties until the date on which the new Independent Director is appointed. The Company shall complete the by-election within 60 days from the date of resignation of the Independent Director.

**Article 16** The Company may select and appoint Independent Directors from the database of Independent Directors established by China Association of Listed Companies.

### Chapter 3   Responsibilities and Methods to Perform Duties

**Article 17** Independent Directors perform the following duties:

- (1) Participate in the decision-making of the board of directors and express clear opinions on the matters discussed;
- (2) Supervise the potential material conflict of interests between the Listed Company and its controlling shareholders, actual controllers, Directors and senior management as set out in Article 23, Article 26, Article 27 and Article 28 of the System, to procure the board of directors to make decisions in the interests of the Listed Company as a whole, and to protect the legitimate rights and interests of minority shareholders;
- (3) Provide professional and objective advice on the operation and development of the Listed Company and promote the improvement of the decision-making level of the board of directors;
- (4) Perform other duties stipulated by laws, administrative regulations, departmental regulations, the rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.

**Article 18** Independent Directors shall exercise the following special functions and powers:

- (1) To independently appoint intermediary institutions to audit, consult or verify specific matters concerning the Listed Company;
- (2) To propose to the board of directors to convene an extraordinary general meeting;
- (3) To propose the convening of the board meeting;
- (4) To solicit shareholders' rights from shareholders in a public manner according to laws;

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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- (5) To express independent opinions on matters that may damage the interests of the Listed Company or minority shareholders;
- (6) Other functions and powers stipulated by laws, administrative regulations, departmental regulations, the rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.

The exercise of the functions and powers listed in items 1 to 3 of the preceding paragraph by Independent Directors shall be subject to the consent of a majority of all Independent Directors.

Where an Independent Director exercises his/her functions and powers under the first paragraph, the Company shall make timely disclosure. Where the above functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

**Article 19** Before convening the board meeting, Independent Directors may communicate with the secretary to the board of directors to make inquiries, request supplementary materials and provide opinions and suggestions on matters to be considered. The board of directors and relevant personnel shall carefully study the questions, requirements and opinions raised by the Independent Directors, and timely report to the Independent Directors on the implementation of the amendments to the proposals.

**Article 20** Independent Directors shall attend the board meeting in person. If an Independent Director is unable to attend the meeting in person for any reason, the Independent Director shall review the meeting materials in advance, form clear opinions, and authorize other Independent Directors in writing to attend the meeting on his/her behalf.

If an Independent Director fails to attend the board meeting in person for two consecutive times, or does not appoint other Independent Directors to attend on his/her behalf, the board of directors shall propose to convene a general meeting to remove such Independent Director within 30 days from the date of the occurrence of such fact.

**Article 21** If an Independent Director votes against or abstains from voting on resolutions of the board of directors, he/she shall state the specific reasons and basis thereof, the legality and compliance of the matter involved in the resolution, the possible risks and the impact on the interests of the Company and minority shareholders. When disclosing the resolutions of the board of directors, the Company shall also disclose the dissenting opinions of the Independent Directors, which shall be stated in the resolutions of the board of directors and the meeting minutes.

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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**Article 22** Independent Directors shall continue to pay attention to the implementation of the resolutions of the board of directors in relation to the matters set out in Article 23, Article 26, Article 27 and Article 28 of the System, and shall report to the board of directors in a timely manner and may require the Company to make written explanations if they find any violation of the laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association, or violation of the resolutions of the general meeting and the board of directors. If the disclosure is involved, the Company shall disclose it in a timely manner.

If the Company fails to make explanations or timely disclosures in accordance with the provisions of the preceding paragraph, the Independent Directors may report to the CSRC and the stock exchange. If the rules of the stock exchange(s) on which the shares of the Company are listed have other provisions, such provisions shall prevail.

**Article 23** The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all the Independent Directors of the Company:

- (1) Related party transactions to be disclosed;
- (2) The plan for the change or waiver of undertakings by the Listed Company and related parties;
- (3) The decisions made and measures taken by the board of directors of the acquired Listed Company in respect of the acquisition;
- (4) Other matters stipulated by laws, administrative regulations, the rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association.

**Article 24** The Listed Company shall hold regular or irregular meetings attended by all Independent Directors (hereinafter referred to as the Special Meeting(s) of Independent Directors). Matters listed in items 1 to 3 of paragraph 1 of Article 18 and Article 23 of the System shall be considered at a Special Meeting of Independent Directors.

The Special Meetings of Independent Directors may study and discuss other matters of the Company as needed.

The Special Meetings of Independent Directors shall be convened and presided over by an Independent Director elected by more than half of the Independent Directors. Where the convener does not perform or fails to perform his/her duties, two or more Independent Directors may convene and appoint one representative to preside over the meeting.

The Company shall provide convenience and support for the convening of the Special Meetings of Independent Directors.

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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**Article 25** Independent Directors shall perform their duties at the special committees under the board of directors of the Company in accordance with the laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association. Independent Directors shall attend the meetings of special committees in person. Where an Independent Director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another Independent Director in writing to attend the meeting on his/her behalf. When an Independent Director pays attention to major matters of the Company within the scope of the special committee's responsibilities while performing his/her duties, he/she may submit such matters to the special committees for discussion and consideration in a timely manner in accordance with the procedures.

**Article 26** The Audit Committee of the board of directors of the Company is responsible for reviewing the financial information of the Company and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all members of the Audit Committee:

- (1) The disclosure of the financial information in the financial and accounting reports and the regular reports, and the internal control assessment reports;
- (2) The appointment or removal of an accounting firm which engages in the audit business of the Listed Company;
- (3) The appointment or removal of the financial officer of the Listed Company;
- (4) The changes in accounting policies and accounting estimates or correction in significant accounting errors for reasons other than changes in accounting standards;
- (5) Other matters stipulated by laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.

The Audit Committee shall convene a meeting at least once a quarter. When proposed by two and more members or considered necessary by the convenor, a provisional meeting shall be convened. Meetings of the Audit Committee may be held when more than 2/3 of the members are present.

**Article 27** The Nomination Committee under the board of directors of the Company is responsible for formulating the criteria and procedures for the selection of Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:

- (1) The nomination or appointment of a director;
- (2) The appointment or removal of senior management;
- (3) Other matters stipulated by laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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If the board of directors has not adopted or fully adopted the recommendations of the Nomination Committee, it shall state the opinions of the Nomination Committee and the specific reasons for not adopting in the resolutions of the board of directors, and disclose such matter.

**Article 28** The Remuneration Committee under the board of directors of the Company is responsible for formulating the assessment criteria for Directors and senior management and conducting assessments, formulating and reviewing the policies for and proposals on the remuneration of directors and senior management, and making recommendations to the board of directors on the following matters:

- (1) The remuneration of directors and senior management;
- (2) The formulation or change of the share incentive scheme, the employee share ownership plan, interests granted to any participant and the conditions for exercise of rights;
- (3) The shareholding plan arranged by directors and senior management in the proposed spin-off of subsidiaries;
- (4) Other matters stipulated by laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed, and the Articles of Association.

If the board of directors has not adopted or fully adopted the recommendations of the Remuneration Committee, it shall state the opinions of the Remuneration Committee and the specific reasons for not adopting in the resolutions of the board of directors, and disclose such matter.

**Article 29** Independent Directors shall work at the Company on site for no less than 15 days each year.

In addition to attending the Shareholders' Meeting, board of directors and its special committees, and Special Meetings of Independent Directors as required, Independent Directors may perform their duties by obtaining information on the operation of Listed Company, listening to reports from the management, communicating with the person in charge of the internal audit department and intermediaries such as the accounting firm undertaking the audit business of Listed Company, conducting on-site visits and communicating with minority Shareholders on a regular basis.

**Article 30** The board of directors of the Company and its special committees, and Special Meetings of Independent Directors shall prepare meeting minutes as required, and the opinions of Independent Directors shall be recorded in the meeting minutes. Independent Directors shall sign for confirmation on the meeting minutes.

Independent Directors shall prepare the work records and record in detail the performance of their duties. Information obtained by Independent Directors in the course of performing their duties, relevant meeting minutes and communication records with the staff of Listed Company and intermediaries, etc. constitute an integral part of the work records. For important contents in the work records, Independent Directors may request the secretary to the board of directors and other relevant personnel to sign for confirmation, and Listed Company and relevant personnel shall cooperate.



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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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The work records of Independent Directors and the information provided by Listed Company to Independent Directors shall be stored at least for ten years.

**Article 31** The Company shall improve the communication mechanism between Independent Directors and minority shareholders, and Independent Directors may verify with the Company on the issues raised by investors in a timely manner.

**Article 32** Independent Directors shall provide the annual general meeting of the Company the Annual Work Report to explain their conditions on performance of duties. The Annual Work Report shall include the following:

- (1) Number of times and method of attendance at the board of directors and the voting results, and number of times of attendance at the General Meeting of the Company;
- (2) Participation in the special committees of the board of directors and the Special Meetings of Independent Directors;
- (3) Review of the matters set out in Article 23, Article 26, Article 27 and Article 28 herein and exercise of the special authority of Independent Directors set out in Paragraph 1 of Article 18 herein;
- (4) Major matters, methods and results of communication with the internal audit department and the accounting firm undertaking the audit business of the Company regarding the financial and business conditions of the Company;
- (5) Communication with minority shareholders;
- (6) Time and content of Independent Directors at on-site work of the Company;
- (7) Other circumstance of their duty performance.

The Annual Work Report of Independent Directors shall be disclosed no later than when the Company issues the notice of an annual general meeting.

**Article 33** Independent Directors shall continue to strengthen the study of securities laws, regulations and rules, and continuously improve their ability to perform their duties.

### Chapter 4 Duty    Performance Guarantee

**Article 34** The Company shall provide the necessary working conditions and personnel support for Independent Directors for effective functioning of their authorities, and designate special departments and special personnel such as the office of the board of directors and the secretary to the board of directors to assist Independent Directors to perform their duties.

The secretary to the board of directors shall ensure effective flow of information between the Independent Directors and other directors, senior management and other relevant persons, and ensure that the Independent Directors would be provided with sufficient resources and necessary professional advice to perform their duties.

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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**Article 35** The Company shall ensure to grant right to know to Independent Directors that are the same with other directors. In order to ensure that the Independent Directors perform their duties effectively, the Company shall regularly report the Company's operation and provide information to the Independent Directors, organize or cooperate with the Independent Directors in carrying out on-site inspection.

The Company may organize Independent Directors to participate in analysis and discussions before the board of directors considers major and complicated matters, so as to fully listen to the views of the Independent Directors and provide timely feedback to the Independent Directors on the adoption of their views.

**Article 36** The Company shall give notices of board meetings to Independent Directors in a timely manner, provide relevant meeting information no later than the notice period for board meetings stipulated by laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange(s) on which the shares of the Company are listed or the Articles of Association, and provide Independent Directors with an effective channel of communication; where a meeting of the special committee of the board of directors is convened, the Company shall provide relevant data and information no later than three days prior to the convening of the meeting of the special committee of the board of directors in principle. The Company shall keep the above meeting information for at least ten years.

If two or more Independent Directors consider that meeting documents are incomplete and the rationales are inadequate or the provision is not timely, they may propose in writing to the board of directors to postpone the convening of the meeting or postpone the consideration of the matter, and the board of directors shall adopt such proposal.

The meetings of the board of directors and its special committees shall in principle be held on-site. When necessary, they may be held by means of video, telephone, or other communication methods, provided that all participating Directors are able to fully communicate and express their opinions.

**Article 37** When Independent Directors perform their duties, related staff of the Company, including directors and senior management shall cooperate and shall not refuse, obstruct or conceal relevant information and not interfere with their independent performance.

If Independent Directors face impediments when exercising their functions and powers according to law, they may explain the circumstances to the board of directors, request cooperation from the directors, senior management and other relevant staff, and record the specific circumstances of the impediments and the resolution in their work record; if the impediments still cannot be removed, they may be reported to the CSRC and the stock exchange.

If the performance of duties by an Independent Director involves information that should be disclosed, the Listed Company shall handle the disclosure in a timely manner; if the Listed Company refuses to disclose such information, the Independent Director may directly apply for disclosure or report the matter to the CSRC and the stock exchange.

**Article 38** All expenses on hiring agency and exercising of authorities (such as official trip and communication cost) by Independent Directors shall be paid by the Company.

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## APPENDIX IV      WORKING RULES FOR INDEPENDENT DIRECTORS

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**Article 39** The Company could establish a Liability Insurance System for Independent Directors if necessary to minimize the risks caused by Independent Directors on normal performing of their duties.

**Article 40** The Company will provide appropriate allowance to Independent Directors commensurate with their duties. The standards for allowances shall be established by the board of directors, reviewed and approved by the general meeting, and disclosed in the company's annual report.

In addition to above allowances, no Independent Director shall receive any other interests from the Company and its major shareholders, the actual controller or any unit or person interested.

### Chapter 5    Supplementary Provisions

**Article 41** The following expressions herein have the meanings:

- (1) Substantial shareholders refer to shareholders holding more than 5% of the shares of a listed company or shareholders holding less than 5% of the shares of a listed company but having significant influence over the listed company;
- (2) Minority shareholders refer to shareholders who individually or collectively hold less than 5% of the shares of a listed company and do not serve as directors or senior management of the listed company;
- (3) Affiliates refer to enterprises that are directly or indirectly controlled by the relevant entity;
- (4) Major social relations refer to his or her brothers and sisters, spouses of his or her brothers and sisters, parents-in-law, brothers and sisters of his or her spouse, sons- and daughters-in-law, parents of his or her children's spouses etc.

**Article 42** The terms "above" and "at least" under the System are inclusive, while "more than" and "less than" are exclusive.

**Article 43** Any matter undefined in this System shall be subject to national related laws and regulations, department rules and regulations, normative documents, other relevant normative documents and the rules of the stock exchange(s) on which the shares of the Company are listed. If the provisions of these rules are inconsistent with relevant laws, administrative regulations, departmental rules and regulations, other relevant normative documents and the rules of the stock exchange(s) on which the shares of the Company are listed, the relevant laws, administrative regulations, departmental rules and regulations, other relevant normative documents and the rules of the stock exchange(s) on which the shares of the Company are listed shall prevail firstly.

**Article 44** The System will take effect as reviewed and approved by General Meeting of the Company, including the same on revision.

**Article 45** The board of directors of the Company is responsible for interpreting the System.

**IMPLEMENTATION RULES OF CUMULATIVE VOTING SYSTEM OF  
FLAT GLASS GROUP CO., LTD.**

**Chapter I General Provisions**

**Article 1** To improve the Company's corporate governance structure, standardize acts of electing directors, safeguard the interests of small and medium shareholders of Flat Glass Group Co., Ltd. (hereinafter referred to as the "**Company**") and practically guarantee the rights of public shareholders to select directors, these detailed implementation rules are formulated in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on Shanghai Stock Exchange, the Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as the "**Articles of Association**").

**Article 2** Cumulative voting as referred to in these implementation rules refers to a voting method used at the general meeting to elect two or more directors. Each share with voting right which is held by the shareholder shall be provided with the voting rights equal to the total number of directors that shall be elected at the general meeting and the number of voting rights that the shareholder has shall be equal to the product of the number of shares held by the shareholder with the total number of directors that shall be elected and may be used in a centralized manner, that is, the shareholder may elect one director candidate by using all voting rights in a centralized manner or exercise these voting rights in a distributed manner to cast votes for the director candidate and the director shall be determined according to the number of winning votes.

**Article 3** These implementation rules are applicable to the proposal for electing or changing more than two (inclusive) directors.

**Article 4** Before election of directors at the general meeting, the board of directors shall expressly state in the notice for the meeting whether the cumulative voting will be used in the election. It shall be expressly stated in the notice for the general meeting for electing independent directors that the proposal on the independent director shall be on the premise that no objection is raised against the review by the securities exchange in the place where the Company is listed; election of each director shall be listed in the notice for the general meeting in the form of independent proposal.

**Article 5** "Directors" as referred to in these implementation rules shall include independent and non-independent directors. Directors appointed by employee representatives shall be democratically elected or replaced through the Company's employee representative assembly, employee assembly, or other equivalent mechanisms, and shall be governed independently of the relevant provisions set forth in these detailed implementation rules.

## **Chapter II Nomination of Director Candidates**

**Article 6** The Company shall propose a specific list of director candidates in accordance with the provisions on director nomination procedures set out in the Articles of Association.

**Article 7** The director candidate shall submit to the board of directors of the Company his or her details, including but not limited to: name, gender, age, nationality, education level, work experiences, part-time work status, relationship with the nominator and whether the situation where he or she is not suitable for the post of the director exist.

**Article 8** The director candidate shall make a written undertaking prior to holding of the general meeting to agree to accept the nomination and disclose his or her details and that the details of the director candidate to be disclosed are true and complete and shall guarantee that he or she will practically perform duties of the director after he or she is elected. In addition, candidate for independent director shall make a public statement to the effect that there exists no relationship between him or her and the company which affects his or her independent and objective judgment.

**Article 9** Upon receipt of the details of the nominee, the board of director of the Company shall carefully review the qualifications of the nominee in accordance with relevant laws, regulations and the Articles of Association. The nominee who is qualified for serving as the independent director after review shall become the director candidate and a separate proposal shall be submitted to the general meeting for deliberation.

**Article 10** The single-candidate election can be implemented for electing the director by using the cumulative voting system, that is, the number of the candidates for director shall be equal to the number of directors to be elected; or the multi-candidate election may be implemented, that is, the number of the candidates for director shall be more than the number of directors to be elected.

## **Chapter III Voting for or Election of Directors**

**Article 11** In case of cumulative voting used, prior to voting with respect to the candidate for director at the general meeting, the secretary to the board of directors shall explain and describe the cumulative voting method, vote filling method, etc. to ensure that the shareholders correctly exercise their right to cast votes.

**Article 12** Specific election procedures are as follows:

(I) Method for calculating the number of votes in cumulative voting system

1. The product of the number of shares with voting rights which are held by each shareholder multiplied by the number of directors to be elected at the general meeting shall be equal to the number of the cumulative votes to be cast by the shareholder;
2. In case of multi-round elections at the general meeting, the number of cumulative votes to be cast by the shareholder shall be re-calculated based on the number of directors to be elected in each round;

3. The secretary to the board of directors of the Company shall announce the number of cumulative votes to be cast by each shareholder prior to each round of cumulative voting and any shareholder, independent director, scrutineer or witnessing attorney shall check the number of cumulative votes if they have objections regarding the results.
- (II) To ensure that the number of directors elected complies with provisions of Articles of Association, votes for independent directors and non-independent directors shall be cast separately for their election to ensure the proportion of independent directors. The specific operations are as follows:
1. In case of election for independent directors, the number of voting rights that each shareholder has shall be equal to the product of the number of shares he or she holds which is multiplied by the number of independent directors to be elected and such votes must be only cast to the candidates for the independent director of the Company;
  2. In case of election for non-independent directors, the number of voting rights that each shareholder has shall be equal to the product of the number of shares he or she holds which is multiplied by the number of non-independent directors to be elected and such votes must be only cast to the candidates for the non-independent director of the Company.
- (III) Voting Methods
1. Staffs of the general meeting issue votes for electing directors. The voting shareholder must indicate the number of shares he or she holds on one vote and the number of cumulative votes cast by him or her to the director after each director elected;
  2. All shareholders shall have right to cast in their will (an agent shall follow the instructions on the Power of Attorney) cumulative votes in part or whole to any candidate for director;
  3. The number of votes cast by each shareholder in favor of the candidate for director must not exceed the maximum limit of the votes that he or she can cast in favor of the candidate; otherwise, the votes cast by the shareholder in favor of the candidate for director will be void and such voting will be deemed as waived;
  4. If the number of candidates for director exceeds the number of directors to be elected, all votes of the shareholder will be deemed as waived;
  5. If the total number of votes used by the shareholder on the vote is smaller than the number of valid votes that he or she can cast, such vote is valid and the difference between the cumulative votes and actual votes cast shall be deemed as waived.

**Article 13** Principles for election of directors:

1. Upon completion of voting, the scrutineer of the general meeting shall count the votes. The vote counter will upload the on-site voting results to the online voting service system for consolidated statistics. After the consolidated results of on-site and online statistics are obtained, the consolidated votes of each candidate for director will be announced in the form of resolution of the general meeting;
2. The number and structure of directors elected at the general meeting shall comply with provisions of the Articles of Association. It shall be determined whether the candidate for director wins election based on the number of won votes, provided that the number of votes of each elected director must exceed 1/2 of the shares with effective voting rights (based on the non-cumulative shares) which are held by shareholders at the general meeting;
3. If the number of votes for each candidate for director exceeds 1/2 of the shares with effective voting rights (based on the non-cumulative shares) which are held by the shareholders of the general meeting and the number of candidates for director does not exceed the number of directors to be elected, then each candidate for director shall be the director. If the number of candidates for director winning the election at the general meeting exceeds the number of directors to be elected, then the candidate with more votes shall be the director. If the number of candidates for director winning the election at the general meeting is smaller than the number of directors to be elected but the number of elected directors exceeds the number of the members of the board of directors of the Company which is as specified in the Articles of Association by more than 2/3, then the difference shall be filled by election at the next general meeting. If the number of candidates for director winning the election at the general meeting is smaller than the number of directors to be elected and is less than 2/3 of the number of members of the board of directors of the Company which is as specified in the Articles of Association, a second round of election shall be run for the candidates for directors failing the election. If the above mentioned requirements are still not met after the second round of election, another general meeting shall be held again within two months after the ending of this general meeting to elect the deficient directors.
4. If the number of candidates for director who win votes more than 1/2 of the shares with voting rights which are held by the attending shareholders is larger than the number of directors to be elected, votes shall be sorted and the candidates with more votes shall be the directors. If two or more candidates have the same number of votes, then the number of members of the board of directors exceeds the specified number if they are both elected and a second round of election shall be held for such candidates if they are not elected and the number of members of the board of directors is less than the specified number in the Articles of Association. If the winning candidate cannot be determined after second round of election, then another election shall be held at the next general meeting. If the number of members of the board of directors of the Company is smaller than 2/3 of the specified number in the Articles of Association, then another general meeting shall be held again within two months after the ending of this general meeting to elect the deficient directors.

**Chapter IV   Supplementary Provisions**

**Article 14** Any matters not covered in these implementation rules shall be subject to relevant national laws, administrative regulations, departmental rules, normative documents, the rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association. In the event that these implementation rules conflict with laws, administrative regulations, departmental rules, normative documents, the rules of the stock exchange(s) on which the shares of the Company are listed or the Articles of Association, the latter shall prevail.

**Article 15** The term “above” under these rules is inclusive, while “exceeding” is exclusive.

**Article 16** These implementation rules shall become effective as of the date when they have been adopted at the general meeting and revision shall also become effective of the date when it has been adopted at the general meeting.

**Article 17** The board of directors of the Company shall be liable to interpret these implementation rules.



**EXTERNAL INVESTMENT MANAGEMENT SYSTEM OF  
FLAT GLASS GROUP CO., LTD.**

**Chapter 1 General Provisions**

**Article 1** In order to standardize the investment behavior of Flat Glass Group Co., Ltd. (the “**Company**”), establish an effective investment risk constraining mechanism, strengthen the regulation of investment activities, make investment decisions based on scientific feasibility studies, make the Company’s investment decisions more scientific and democratic, avoid haphazard investment and optimize investment structure and maximize return on investment, this System is hereby formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on The Shanghai Stock Exchange (the “**Shanghai Stock Exchange Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange Listing Rules**”) and the Articles of Association of Flat Glass Group Co., Ltd. (the “**Articles of Association**”) and other relevant provisions.

**Article 2** External investments as mentioned in this System refer to the following domestic and overseas investment behavior of the Company (including its wholly-owned subsidiaries and controlling subsidiaries ) with an aim for profit or capital preservation and capital gain:

(1) enterprises independently established by the Company or operational projects independently funded by the Company;

(2) investments by the Company in establishing joint ventures, cooperative companies or development projects with other domestic or foreign independent legal entities or natural persons;

(3) additional investment in holding or investee companies;

(4) holding, participating in, merging and acquiring, and transferring other domestic and foreign independent legal entities;

(5) investments in financial products such as stocks, funds, bonds, entrusted wealth management, and provision of entrusted loans;

(6) investments in financial derivatives such as hedging, forwards, options and futures or combinations of the above products, underlying assets including interest rates, exchange rates and currencies;

(7) other investments permitted by laws and regulations necessary for the company’s business development.

The external investments above exclude the purchase of raw materials, fuel and power, and asset purchase or disposal activities relevant to daily operation including the sale of products, commodities, etc. If the management policies of the Company (such as futures and derivatives trading management system) set out special provisions related to external investments above, the Company shall implement such policies; except for the above, the Company shall comply with this System to make external investments. The “transaction” as mentioned in this System specifically refers to external investment matters.

**Article 3** The investment activities of the Company shall comply with the following principles:

- (1) compliance with national laws and regulations, and national industrial policies;
- (2) in line with the development strategy of the Company;
- (3) center on economic benefits, allocate enterprise resources rationally, act according to capability, and make scientific demonstration and decision-making;
- (4) all departments shall cooperate and supervise each other through a division of labour;
- (5) uphold the principle of safeguarding the legitimate rights and interests of the company and its shareholders.

## **Chapter 2 Decision-Making Authority**

**Article 4** The authority on investment decision making and decision-making process of the general meeting, the board of directors and the president of the Company shall be executed pursuant to the requirements of the Company Law, the Shanghai Stock Exchange Listing Rules, the Hong Kong Stock Exchange Listing Rules, the Articles of Association and relevant management policies of the Company.

**Article 5** If any external transaction of the Company fulfills one of the following conditions, such transaction shall be submitted to the board meeting of the Company for consideration and approval and disclosed in due time:

1. The total assets involved in the transaction (if the total assets involved in the transaction have both book value and appraised value, the higher of which shall be used for calculation ) account for more than 10% of the latest audited total assets of the company;
2. The net assets involved in the subject matter (such as equity interest) of the transaction (if the net assets involved in the subject matter have both book value and appraised value, the higher of which shall be used for calculation ) exceeds 10% of the latest audited net assets of the company, and the absolute amount of which exceeds rmb10 million;
3. The transaction consideration (including debts and expenses assumed) exceeds 10% of the latest audited net assets of the company, and the absolute amount of which exceeds rmb10 million;
4. The profit generated by the transaction exceeds 10% of the audited net profit of the company in the most recent financial year, and the absolute amount of which exceeds rmb1 million;
5. The operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited operating revenue of the company in the most recent financial year, and the absolute amount of which exceeds rmb10 million;
6. The net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited net profit of the company in the most recent financial year, and the absolute amount of which exceeds rmb1 million.

If any data involved in the above mentioned indices is negative, the absolute value of such data shall apply.

**Article 6** If any external investment of the Company fulfills one of the following conditions, such investment shall be submitted to the general meeting of the Company for consideration and approval and disclosed in due time:

1. The total assets involved in the transaction (if the total assets involved in the transaction have both book value and appraised value, the higher of which shall be used for calculation ) account for more than 50% of the latest audited total assets of the Company;

2. The net assets involved in the subject matter (such as equity interest) of the transaction (if the net assets involved in the subject matter have both book value and appraised value, the higher of which shall be used for calculation) exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million;

3. The transaction consideration (including debts and expenses assumed) exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million;

4. The profit generated by the transaction exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million;

5. The operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited operating revenue of the Company in the most recent financial year, and the absolute amount of which exceeds RMB50 million;

6. The net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million.

If any data involved in the above mentioned indices is negative, the absolute value of such data shall apply.

**Article 7** Transactions of the Company that fall within any of the following circumstances could be exempted from the submission to the general meeting for consideration and approval in accordance with the provisions of Article 6 of this System, but shall be subject to disclosure obligations in accordance with relevant requirements:

1. The transactions of the Company without involving any payment of consideration or attachment of any obligations, such as taking of cash assets, debt relief, etc.;

2. The transactions of the Company that meet the criteria (4) or (6) of paragraph 1 of Article 6 of this System only, and the absolute value of the Company's revenue per share for the latest accounting year is less than RMB0.05.

**Article 8** When the Company purchases or disposes of equity, the provisions of Article 5 and Article 6 of this System shall be applied for the calculation of key financial indicators based on the changes in the proportion of equity of the target company held by the Company.

Where the transaction will lead to a change in the scope of the consolidated statements of the Company, the relevant financial indicators of the target company corresponding to the equity shall be used as the basis for calculation, and the provisions of Article 5 and Article 6 of this System shall apply.

Where the scope of the consolidated statements of the Company changes due to the lease or rental of assets, the entrusted or contracted asset and business management, etc., the provisions of the preceding paragraph shall apply.

**Article 9** If any transaction of the Company fulfills the conditions of Article 6 of this System and the subject of the transaction is the equity of the Company, the underlying assets shall be disclosed in the audited financial accounting report for the last fiscal year. The audit opinions issued by such certified public accountants shall be standard unqualified opinions, and the interval between the closing date of audit and the date of the general meeting to consider such transaction shall not exceed 6 months.

If any transaction of the Company fulfills the conditions of Article 6 of this System and the subject of the transaction is assets other than the equity of the Company, the underlying assets shall be disclosed in the valuation report issued by an asset valuation agency. The interval between the valuation base date and the date of the general meeting to consider such transaction shall not exceed one year.

The preceding two paragraphs shall apply to transactions which are subject to the principle of prudence of the CSRC and the Shanghai Stock Exchange, the requirements of the Articles of Association of the Company or other law and regulations, and the voluntary submission to the general meeting for consideration.

**Article 10** If any transaction of the Company fulfills the conditions of Article 5 of this System and the counterparty of such transaction uses non-cash assets as the consideration of such transaction or to offset the debts of the Company, the Company shall disclose the audit report or valuation report of the underlying assets under Article 8 of this System.

**Article 11** When the Company purchases or disposes of minority equity, if the subject of the transaction is indeed impossible to audit in the financial accounting report for the last fiscal year due to objective reasons such as the Company's inability to exert a control, joint control or significant influence on the subject of the transaction prior to and following the transaction, the Company may be exempted from the disclosure of the audit report under Article 8 of this System after disclosing relevant information, unless otherwise provided by the CSRC or the stock exchange where the Company's shares are listed.

**Article 12** When the Company conducts similar transactions related to the subject of the transaction within 12 months, in accordance with the principle of cumulative calculation, the provisions of Article 5 or Article 6 of this System shall apply. If the relevant obligations have been fulfilled in accordance with Article 5 or Article 6 of this System, the transaction will no longer be included in the relevant cumulative calculation range.

**Article 13** For a limited company or a joint stock limited company established by the Company for its external investment, its contribution may be fully paid by installments under relevant requirements of the Company Law on the basis of its agreed total contribution under the agreement and the provisions of Article 5 or Article 6 of this System shall apply.

**Article 14** Despite the requirements as stipulated in the above-mentioned Article 5 and Article 6, external investments of the Company may constitute connected transactions and/or discloseable transactions under the Shanghai Stock Exchange Listing Rules, the Hong Kong Stock Exchange Listing Rules. Under such conditions, the Company shall make references to the Shanghai Stock Exchange Listing Rules, the Hong Kong Stock Exchange Listing Rules, the Rules for the Management of Related Party Transactions and the Rules for Information Disclosure of the Company, and shall meet the relevant requirements of the Shanghai Stock Exchange Listing Rules, the Hong Kong Stock Exchange Listing Rules (including the requirements in relation to the restrictions to the authority to approve transactions, abstention from voting by connected persons, information disclosure, whether or not auditing and/or asset valuation is required, etc.).

**Article 15** Except for external investment matters stipulated in this System that requires the approval of the general meeting and the board of directors of the Company, all other external investment matters shall be approved by the president of the Company.

**Chapter 3 Investment Management**

**Article 16** Investment management means the management of investment behavior stipulated in this System by the Company, during the whole process of planning, investigation, negotiation, feasibility demonstration, reporting for approval, preparation, regulation and investment return of an investment project.

**Article 17** When selecting an investment project, relevant departments shall conduct market investigation, while widely soliciting comments from all sides, and conducting feasibility study and demonstration of the major significant project by leveraging efforts of social agencies to obtain comprehensive understanding and analysis of the project.

**Article 18** During investment project initiation and demonstration, relevant departments shall collect basic data about the investment project: market demands and supply-demand relationship, technical status and development prospect, fund source and return on investment, investment environment, investment method, relevant conditions, etc. Also, they shall conduct initial demonstration based on actual conditions of the investor and investee and provide relevant legal approvals, reliable data and calculation sheets to form the initial investment plan.

**Article 19** The president should formulate an annual investment plan of the Company at the beginning of each year, to be included in the budget management, and may submit the same to the Strategy and Investment Committee, the Board of Directors and the general meeting for consideration according to the decision-making authority. Based on the development requirements of the Company, the president could select investment projects beyond the scope of the annual investment plan, formulate investment plans thereon and report to the Strategy and Investment Committee, the Board of Directors and the general meeting for consideration and approval according to the decision-making authority.

**Article 20** In case of any necessary adjustments to the annual investment plan or a separate investment project or investment budget, such adjustments should be under relevant approval procedures after being verified by relevant departments instructed by the president.

**Article 21** The internal audit department of the Company is responsible for auditing and supervising investment projects. No one could refuse or evade supervision in any form or excuse.

**Article 22** The president shall report to the Board of Directors the progress of major investment projects on a regular or irregular basis.

**Article 23** If failures to invest as planned or to achieve expected return in the investment project or losses occurring in the investment, or other issues are discovered in the internal audit, the president shall be responsible for identifying the cause, investigating the responsibility of the relevant personnel.

**Article 24** The Company shall perform its information disclosure obligation in respect of its external investments in strict compliance with the requirements, including the information disclosure obligation stipulated in the Shanghai Stock Exchange Listing Rules, the Hong Kong Stock Exchange Listing Rules, and the disclosure obligation of inside information which would be likely to materially affect the prices of the Company's securities and derivatives as set out in relevant laws and regulations.

**Chapter 4 Supplementary Provisions**

**Article 25** The Board of Directors of the Company shall be responsible for the interpretation of this System.

**Article 26** In the event of any conflict between this System and relevant state laws and administrative regulations, normative documents, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, the provisions of such laws, administrative regulations, normative documents, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association shall prevail.

**Article 27** This System and any amendment thereto shall become effective and be implemented upon being considered and approved by the general meeting of the Company.

**Article 28** From the effective date of this System, the original Flat Glass Group Co., Ltd. Investment Management Policy shall automatically become invalid.

**RELATED PARTY TRANSACTIONS MANAGEMENT SYSTEM OF  
FLAT GLASS GROUP CO., LTD.**

**Chapter 1 General Provisions**

**Article 1** In order to ensure that related party transactions entered into between Flat Glass Group Co., Ltd. (the “**Company**”) and related parties comply with fair, just and open principles and ensure the conduct of related party transactions (referred to as “**connected transactions**” under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) of the Company not impair the legal interests of the Company and non-related shareholders, this System is hereby formulated in accordance with the provisions of the Company Law of the People’s Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “**Shanghai Stock Exchange Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange Listing Rules**”) and the Articles of Association of Flat Glass Group Co., Ltd. (the “**Articles of Association**”), and based on the actual situation of the Company.

**Article 2** The Company implements categorized management for related party transactions, determines the scope of related parties in accordance with the Shanghai Stock Exchange Listing Rules and the Hong Kong Stock Exchange Listing Rules and other relevant laws and regulations, and performs the procedures for approval and information disclosure in accordance with relevant regulations.

When conducting transactions, the Company shall consider the specific circumstances in accordance with the Shanghai Stock Exchange Listing Rules and Hong Kong Stock Exchange Listing Rules and apply the more exacting rules of them in determining whether the parties involved in the transactions are related parties, whether the transactions constitute related party transactions, and determining the applicable decision-making procedures and disclosure requirements.

**Article 3** Save for the compliance requirements of relevant laws, regulations, normative documents and the Articles of Association, any related party transaction between the Company and the related persons shall also comply with the requirements of this System.

**Article 4** The Company and the related persons shall enter into a written agreement on their related party transactions, based on the principles of equality, free will, exchange of equal values, and compensation. The contents of the agreement shall be clear and specific.

**Article 5** Activities of related party transactions shall follow the principles of fairness, justice and openness. The prices of related party transactions in principle shall not deviate from the price or charging standards of independent third parties on the market.

**Chapter 2 Related Party Transactions and Related Persons**

**Article 6** Related party transactions are transactions entered into between the Company or its subsidiaries (as defined under the Hong Kong Stock Exchange Listing Rules), controlled subsidiaries and related persons of the Company which involve transfer of resources or obligations. Pursuant to the Hong Kong Stock Exchange Listing Rules, connected transactions are transactions with connected persons, and specified categories of transactions with third parties that may confer benefits on connected persons through their interests in the entities involved in the transactions. They may be one-off transactions or continuing transactions.

Transactions include both capital and revenue nature transactions, whether or not conducted in the ordinary course of business of the Company. Except the exceptions set out in the Hong Kong Stock Exchange Listing Rules, these transactions include the following types of transactions:

- (1) purchase or sale of assets;
- (2) external investment (including entrusted wealth management and investments in subsidiaries, etc.);
- (3) providing financial support (including interest-bearing or interest-free loans and entrusted loans, etc.);
- (4) providing guarantees (including guarantees in favor of controlled subsidiaries);
- (5) lease in or out of assets;
- (6) entrusting or being entrusted to manage assets and business, etc.;
- (7) donating assets or receiving the donated assets;
- (8) restructuring of creditor's rights or debts;
- (9) entering into a licensing agreement;
- (10) transfer or acceptance of research and development projects;
- (11) waiver of rights (including waiver of pre-emptive rights, pre-emptive rights to contribute, etc.);
- (12) purchasing or selling raw materials, fuels and power;
- (13) selling products or commodities;
- (14) providing or accepting services;
- (15) entrusting or being entrusted to purchase and sell;
- (16) placing deposit in or obtaining loan;
- (17) investing jointly with the related persons;
- (18) other matters that may result in the transfer of resources or obligations through agreement;
- (19) other matters that the securities regulatory commission or the stock exchange where the shares of the Company are listed considers to be related party transactions.



**Article 7** Related persons of the Company include related legal persons (or other organizations) and related natural persons, whose definitions are subject to the Hong Kong Listing Rules, the Shanghai Stock Exchange Listing Rules and relevant laws and regulations.

**Article 8** In accordance with the Shanghai Stock Exchange Listing Rules, a legal person shall be a related natural person of the Company if he/she meets any of the following circumstances:

(1) legal persons (or other organizations) who/which have direct or indirect control over the Company;

(2) legal persons (or other organizations) who/which are directly or indirectly controlled by the legal persons or other organizations as mentioned in the preceding item (1), excluding the Company, its controlled subsidiaries and other entities controlled by it;

(3) legal persons (or other organizations) who/which are directly or indirectly controlled by the related natural persons as specified in Article 10 of this System, or are the directors (except being the independent director of both parties) and senior management, excluding the Company, its controlled subsidiaries and other entities controlled by it;

(4) legal persons (or other organizations) holding more than 5% of the shares in the Company and their parties acting in concert;

(5) legal persons or other organizations identified in accordance with relevant provisions of the CSRC, Shanghai Stock Exchange and Hong Kong Stock Exchange or based on the principle of substance over form, to whom the Company's interest may be in their favor due to their special relationships with the Company.

**Article 9** If any circumstance mentioned in item (2) of Article 8 occurs due to the fact that the Company and a legal person listed in item (2) of Article 8 are controlled by the same state-owned asset administration authority, such circumstance shall not constitute a related relationship, except that the legal representative, the chairman of the Board of Directors or more than half of the directors who also serve as the directors or senior management of the Company.

**Article 10** In accordance with the Shanghai Stock Exchange Listing Rules, a legal person shall be a related natural person of the Company if he/she meets any of the following circumstances:

(1) a natural person directly or indirectly holding 5% or above of the shares in the Company;

(2) a director and senior management member of the Company;

(3) a director, supervisor and senior management member of the legal persons (or other organizations) who /which have direct or indirect control over the Company;

(4) close family members of the persons referred to in items (1) and (2) of this Article, including their spouses; parents; children aged over 18 and their spouses; siblings and their spouses; parents, siblings of their spouses and parents of their children's spouses;

(5) natural persons identified in accordance with relevant provisions of the CSRC, Shanghai Stock Exchange and Hong Kong Stock Exchange or based on the principle of substance over form, to whom the Company's interest may be in their favor due to their special relationships with the Company.

**Article 11** In accordance with the Shanghai Stock Exchange Listing Rules, a legal person (or other organization) or natural person shall be deemed as a related person of the Company if he/she/it meets any of the following circumstances:

(1) according to an agreement or other arrangement entered into between him/her/it and the Company or its related person, he/she/it falls under any of the circumstances specified in Article 8 or Article 10 of this System after such agreement or arrangement has come into effect, or within the next twelve months;

(2) he/she/it has been under any of the circumstances specified in Article 8 or Article 10 of this System in the past twelve months.

### Chapter 3 Abstention System

**Article 12** When a related party transaction is considered by the Board of Directors of the Company, the related directors shall abstain from voting and shall not exercise voting rights on behalf of other directors. If the related director fails to take the initiative in reporting his/ her status and abstain from voting, other directors who are aware of his/her status shall demand for the abstention of such related director. The board meeting can be validly convened in case that the same is attended with more than half of the non-related directors. Resolutions of the board meeting require approval from more than half of the non-related directors. Where a board meeting is convened with less than three non- related directors attended, the related party transaction shall be submitted to general meeting for consideration.

A related director mentioned in the preceding paragraph shall include the following directors or a director involved in any of the following circumstances:

(1) being the counterparty of a transaction;

(2) having direct or indirect control over the counterparty of a transaction;

(3) being employed by the counterparty of a transaction, by a legal person or other organizations which can directly or indirectly control the counterparty of a transaction, or by a legal person or other organizations which are under direct or indirect control of the counterparty of a transaction;

(4) being a close family member of the counterparty or his/her /its direct or indirect controllers (refer to item (4) of Article 10 of this System for the specific scope);

(5) being a close family member of the directors or senior management members of the counterparty of a transaction or of such counterparty's direct or indirect controllers (refer to item (4) of Article 10 of this System for the specific scope);

(6) being a director whose independent business judgment may be affected for other reasons as determined by the CSRC, the stock exchanges where the shares of the Company are listed or the Company on the basis of the principle of substance over form;

**Article 13** When a related party transaction is considered at the general meeting, the following shareholders shall abstain from voting:

(1) being the counterparty of a transaction;

(2) having direct or indirect control over the counterparty of a transaction;

(3) being under direct or indirect control of the counterparty of a transaction;

(4) being directly or indirectly controlled by the same legal person or other organization or natural person as the counterparty of a transaction;

(5) being employed by a party of a transaction, or by a legal person or other organizations with direct or indirect control over the party of the transaction and by a legal person or other organizations under direct or indirect control of the party of the transaction (applied to the shareholder as a natural person);

(6) being a close family member of a party to a transaction or of a person who has direct or indirect control over the party of the transaction;

(7) shareholders restricted or influenced in terms of voting right due to the share transfer agreement or other agreement that has not yet been fulfilled with the counterparty of a transaction or its related person;

(8) shareholders identified by the Company or the stock exchanges where the shares of the Company are listed to whom the Company's interest may be in their favor.

**Article 14** When the related party transactions are considered at the general meeting of the Company, related shareholders shall abstain from voting, nor exercise voting rights on behalf of other shareholders.

**Article 15** For the related party transactions about which the shareholders do not actively explain the related relationship and abstain, or not specified in the notice of the Board of Directors, other shareholders may require them to explain the situation and require them to abstain.

**Article 16** The resolutions of the general meeting shall fully record the abstention from voting of the non-related shareholders.

#### **Chapter 4 Procedures of Related Party Transactions**

**Article 17** Pursuant to relevant provisions of the Shanghai Stock Exchange Listing Rules, if the transaction between a company and related parties meets one of the following standards, it shall perform the review procedure of the Board of Directors with the consent of more than half of all the independent directors and shall disclose in a timely manner:

(1) the amount of the transaction is more than RMB0.3 million including debts and expenses incurred, in the case of a transaction with a related natural person;

(2) the amount of the transaction is more than RMB3 million including debts and expenses incurred and accounts for more than 0.5 % of the absolute value of the latest audited net assets of the listed company, in the case of a transaction with a related legal person or other organization.

**Article 18** Pursuant to relevant provisions of the Shanghai Stock Exchange Listing Rules, notwithstanding Article 23 of this System, if the amount of a transaction between a company and any of its related persons is more than RMB30 million including debts and expenses incurred and accounts for more than 5% of the absolute value of the latest audited net assets of the company, the company shall disclose the audit report or appraisal report in accordance with provisions, and submit the transaction to the general meeting for deliberation.

Ordinary related transactions stipulated in this System are not required to be audited or valued.

When the Company and its related person increase or decrease the capital of a jointly invested enterprise, the amounts of investment, capital increase, and capital decrease of the Company shall be used as the calculation basis, and the relevant provisions of this System for approval authority shall be applied. If the Company and its related person make cash contributions to a jointly invested enterprise controlled by the Company in the same proportion and at the same price, and the contributions reach the standard of this Article, the audit or assessment requirements under the relevant provisions of the this System may be waived.

Where a related party transaction of the Company does not fall within the approval scope of the general meeting under this Article, but is subject to the principle of prudence of the CSRC and the Shanghai Stock Exchange, the requirements of the Articles of Association or other regulations, or the voluntary submission to the general meeting for consideration, the Company shall fulfil the consideration procedures and information disclosure obligations set out in the preceding paragraph and be subject to relevant audit or valuation requirements.

**Article 19** Pursuant to relevant provisions of the Hong Kong Stock Exchange Listing Rules, subject to reporting, announcement or shareholders' approval, the connected transactions under the Hong Kong Stock Exchange Listing Rules are divided into: fully-exempted connected transactions, partly-exempted connected transactions, non-exempted connected transactions:

(1) If each of the assets ratio, profits ratio, revenue ratio, consideration ratio and share capital ratio (other than the profits ratio) for the translations between the Company and its connected persons is less than 0.1%; or if each of the assets ratio, profits ratio, revenue ratio, consideration ratio and share capital ratio (other than the profits ratio) for the translations between the Company and the connected persons of its subsidiaries is less than 1%; or if each of the above percentage ratios is less than 5%, and the total consideration (or in the case of any financial assistance, the total value of the financial assistance plus any monetary advantage to the connected person or commonly held entity) is less than HK\$3 million, the transactions are fully exempt from the requirements of announcement, shareholder circular or shareholders' approval, reporting in the annual report, and annual review, but it is still required to comply with the requirements of entering into a written agreement or framework agreement.

(2) If each of the assets ratio, profits ratio, revenue ratio, consideration ratio and share capital ratio (other than the profits ratio) for the translations beyond the fully-exempted scope between the Company and its connected persons is less than 5%; or if each of the above percentage ratios is less than 25%, and the total consideration (or in the case of any financial assistance, the total value of the financial assistance plus any monetary advantage to the connected person or commonly held entity) is less than HK\$10 million, the transactions are exempt from the requirements of circular (include independent financial advice) and shareholders' approval, but it is still required to report in the annual report, and conduct annual review, and comply with the requirements of entering into a written agreement or framework agreement in respect of the transactions.

(3) For non-exempted connected transactions, which refer to any connected transactions that do not belong to or beyond the aforesaid fully-exempted scope, partly-exempted scope and the requirements of the Hong Kong Stock Listing Rules, the transactions must comply with the requirements of reporting, announcement, and shareholders' approval (include the independent board committee and independent financial advice), annual review, and entering into a written agreement or framework agreement in respect of the transactions.

**Article 20** Pursuant to relevant provisions of the Hong Kong Stock Exchange Listing Rules, if the connected transaction requires shareholders' approval, the company must (1) set up an independent board committee (the independent board committee must consist only of independent non-executive directors who do not have a material interest in the transaction); and (2) appoint an independent financial adviser (the independent financial adviser is an intermediary agency with qualifications for dealing with securities and futures and acceptable to the Exchange) to evaluate or audit the subject of the transaction and make recommendations to the independent board committee and shareholders. The independent financial adviser will give its opinion based on the written agreement for the transaction, and issue an independent financial advice report or letter on the above matters (the contents shall include the contents as stipulated under the Rule 14A.45 under the Hong Kong Stock Exchange Listing Rules).

**Article 21** Subject to the rules of the stock exchange where the shares of the Company are listed, the related party transactions beyond scope of approval by the Board of Directors or general meeting shall be approved by the president of the Company.

**Article 22** The Company shall not provide financial assistance to related persons, except where financial assistance is provided to a related equity-participation company that is not controlled by the Company's controlling shareholder or de facto controller, and other shareholders of the equity-participation company would provide financial assistance on the same terms in proportion to their investment.

If the Company provides financial assistance to a related equity-participation company specified in the preceding paragraph, in addition to being considered and approved by more than half of all non-related directors, the matter must also be considered and approved by more than two-thirds of the non-related directors presenting at the board meeting, and submitted to the general meeting for consideration.

**Article 23** Where the Company provides guarantee for a related person, in addition to being considered and approved by more than half of all non-related directors, the guarantee shall also be considered and approved by more than two-thirds of the non-related directors present at the board meeting and a resolution shall be made and submitted to the general meeting for consideration. For any guarantee provided by the Company for its controlling shareholders, de facto controllers and their related persons, the controlling shareholders, de facto controllers and their related persons shall provide counter-guarantees.

If a transaction causes the guaranteed party to become a related person of the Company, the Company shall perform the corresponding consideration procedures and information disclosure obligations for the existing related guarantee while implementing the transaction or related party transaction.

If the Board of Directors or the general meeting fails to consider and approve the related guarantee matters stipulated in the preceding paragraph, all parties to the transaction shall take effective measures such as early termination of the guarantee.

**Article 24** The Company shall not provide loans to directors and senior management directly or through subsidiaries.

**Article 25** The following related party transactions of the Company for a period of consecutive twelve months shall be aggregated, and apply the provisions about approval authority of this System:

- (1) transactions with the same related person;
- (2) transactions with different related persons under the same related transaction subject.

The same related person as mentioned above includes other related person that is under direct or indirect common control with related person by the same subject, or that there exists equity control relationship between each other. Any transaction which has performed the related obligations specified in this System will not be included in the related cumulative calculation.

In any event, the Company must comply with the provisions of the relevant listing rules on aggregation of transactions. If there is any inconsistency between the rules above and the provisions of the relevant listing rules, all the provisions of the relevant listing rules shall prevail.

**Article 26** Subject to the provisions of the rules of the stock exchanges where the shares of the Company are listed, the related transactions related to the daily operations between the Company and the related persons shall perform the corresponding review and make disclosure in accordance with the following provisions:

(1) As for the ordinary related transaction agreement that has been reviewed and approved at the general meeting of or the Board of Directors and is in the course of performance, if there is no major change in main clauses during the course of the performance, the Company shall disclose the actual performance of agreements as required and make a statement that whether it complies with the stipulation of the agreement in annual report and interim report. Where major changes have taken place in main clauses of the agreement during the performance or the agreement needs to be renewed at the expiry date, the Company shall submit the newly amended or renewed agreement of ordinary related transactions in accordance with the total trading amount involved in the agreement to the Board of Directors or the general meeting for consideration. Where the total trading amount is not specified, it shall be submitted to the general meeting for consideration;

(2) For the ordinary related transaction conducted for the first time, the Company shall perform review procedures and make prompt disclosure based on the total transaction amount involved. In the absence of such total transaction amount, the agreement shall be submitted to the general meeting for consideration. If major changes occur to the main clauses during the performance of the agreement or the agreement needs to be renewed at the expiry date, it shall be handled according to the preceding provision of this paragraph;

(3) The Company may reasonably estimate the amounts of ordinary related transactions for the current year on the basis of categories, perform consideration procedures and make disclosures; if the actual performance exceeds the estimated amounts, the Company shall re-perform consideration procedures and make disclosures on the basis of the exceeding amounts;

(4) The Company shall classify, summarize and disclose the actual performance of ordinary related transactions in the annual report and interim report;

(5) Where the term of the agreement on ordinary related transactions concluded by the Company and the related person is more than three years, the relevant consideration procedures and disclosure obligations shall be performed every three years.

(6) In any case, the Company must comply with the provisions of the rules of the stock exchanges where the shares of the Company are listed in respect of the related party/connected transactions, including, but not limited to the requirements of Chapter 14 A under the Hong Kong Stock Exchange Listing Rules: (i) set an “annual cap”, (ii) amend the “annual cap” the terms of the agreement, and (iii) comply with the requirements of the announcement and shareholders’ approval. If there is any inconsistency between the rules above and the provisions of the relevant listing rules, all the provisions of the relevant listing rules shall prevail.

**Article 27** Pursuant to the Hong Kong Stock Exchange Listing Rules, a written agreement for a continuing connected transaction must contain the basis for calculating the payments to be made. Examples include (if applicable) sharing of costs incurred by the parties, unit prices for goods or services provided, annual rental for leasing a property, or management fees based on a percentage of the total construction cost.

**Article 28** Pursuant to the Hong Kong Stock Exchange Listing Rules, the period for the agreement must be fixed and reflect normal commercial terms or better. It must not exceed three years except in special circumstances where the nature of the transaction requires a longer period. In this case, the company must appoint an independent financial adviser to explain why the agreement requires a longer period and to confirm that it is normal business practice for agreements of this type to be of such duration.

**Article 29** Pursuant to the Shanghai Stock Exchange Listing Rules, a company that enters into following related party transactions with a related person may be exempt from the deliberation procedure and disclosure as required for a related party transaction:

(1) transactions in which the company obtains benefit unilaterally without paying consideration or any obligation, including without limitation receipt of a donation in the form of cash assets, obtainment of debt relief, and receipt of a gratuitous guarantee and financial assistance;

(2) the related person provides funds to the listed company, at an interest rate not higher than that quoted in the loan market, and the listed company is not required to provide a guarantee;

(3) one party subscribes in cash for the stocks, convertible corporate bonds or other derivatives, publicly offered corporate bonds(include enterprise bonds) by the other party to the unspecified targets;

(4) as a member of the underwriting syndicate, one party underwrites the stocks, convertible corporate bonds or other derivatives, publicly offered corporate bonds(include enterprise bonds) by the other party to the unspecified targets;

(5) one party obtains dividends, bonus or remuneration in accordance with the resolutions of the general meeting of the other party;

(6) either party participates in the other party's public tender, auction, etc., except where it is difficult to determine a fair price through the invitation for bids or auction;

(7) the company provides products and services to the related natural persons specified in item (2) to (4) of article 10 of this system under the same trading conditions as non-related parties;

(8) the prices of related party transactions are determined by the state;

(9) other transactions as recognized by the shanghai stock exchange.

In respect of whether the Company is exempted from requirements in this Article, if different conclusions are reached by applying the Hong Kong Stock Exchange Listing Rules and by applying the Shanghai Stock Exchange Listing Rules, then the Company shall make judgement so long as the stricter rule between the aforesaid two rules requires so. Relevant approval and disclosure requirements shall be fulfilled accordingly.



**Chapter 5 Internal Control of Related Party Transactions**

**Article 30** The changes of the relevant related natural persons and related legal persons shall be reported timely to the secretary to the Board of Directors by the shareholders, directors, and senior management who hold more than 5% shares in the Company, and the list of the related parties shall be renewed timely by the secretary to the Board of Directors so as to maintain accuracy, correctness and completeness.

When the subsidiaries (as defined under the Hong Kong Stock Exchange Listing Rules) and controlled subsidiaries of Company conducts trading activities, the relevant person-in-charge shall review the list of the related parties in details and carefully determine whether a related party transaction has been constituted. If a related party transaction has been constituted, such related party transactions shall be deemed as acts of the Company, and such person-in-charge shall perform approval procedures according to this System.

**Article 31** The notifiable related party transactions shall be submitted for consideration by the Board of Directors after being discussed at the special meeting by independent directors of the Company, approved by more than half of all independent directors.

**Article 32** During the consideration of related party transactions, the Company shall perform the following responsibilities:

(1) develop a detailed understanding of the actual conditions of the subject matter of the transaction, including the relevant operating conditions and profitability, and whether there exists any defect in rights (such as mortgage or freezing on assets) or any legal dispute (such as litigation or arbitration);

(2) screen the counterparties of the relevant transactions on a prudent basis by reference to their credit history, credit standings and the ability to perform duties;

(3) determine the transaction prices based on reasonable pricing principles;

(4) engage intermediaries to audit or assess the subject matters of transactions in accordance with the relevant requirements or as the Company considers necessary.

The Company shall not conduct a review and make any decision on a related party transaction where the conditions of the subject matter of the related party transaction are uncertain, or the price of transaction is yet to be finalized, or the status of the counterparty to the transaction is uncertain.

**Article 33** Directors and the senior management of the Company are obligated to closely monitor whether there exists any embezzlement of funds of the Company by any related party, and whether there exist other problems which infringe the Company's interests. The independent directors of the Company shall review the records of fund transactions between the Company and related parties at least every quarter to determine whether there exists any misappropriation or transfer by the controlling Shareholder or its related parties of the funds, assets or other resources of the Company, and shall notify the Board of the Company promptly when they perceive any irregularity to take relevant measures.

**Article 34** If the Company incurs losses or may incur losses due to a related party occupying or transferring the Company's funds, assets or other resources, the Board of Directors of the Company shall promptly take protective measures such as litigation and asset preservation to avoid or reduce such losses.



**Chapter 6 Supplementary Provisions**

**Article 35** In the event of any conflict between this System and relevant state laws and administrative regulations, normative documents, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, the provisions of such laws, administrative regulations, normative documents, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association shall prevail.

**Article 36** In this System, term “above” includes the stated number; term “more than” excludes the stated number.

**Article 37** The terms “related party(ies)”, “related party transaction(s)”, and “related person(s)” as referred to in this System shall have the same meaning as “connected transaction(s)” and “connected person(s)” under the Hong Kong Stock Exchange Listing Rules.

**Article 38** This System and any amendment thereto shall become effective and be implemented upon being considered and approved by the general meeting of the Company. From the effective date of this System, the original Flat Glass Group Co., Ltd. Related Parties Transactions Decision Policy shall automatically become invalid.

**Article 39** The Board of Directors of the Company as authorized by the general meeting shall be responsible for the interpretation of this System.

**EXTERNAL GUARANTEE MANAGEMENT SYSTEM OF  
FLAT GLASS GROUP CO., LTD.**

**Chapter 1 General Provisions**

**Article 1** In order to safeguard the interests of the investors, regulate the external guarantees provided by Flat Glass Group Co., Ltd. (the “**Company**”), effectively prevent the external guarantee risks and control operating risks, promote a healthy and stable development of the Company, this System is hereby formulated in accordance with the relevant provisions of laws, regulations, normative documents including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, Civil Code of the People’s Republic of China, the Regulatory Guidelines for Listed Companies No. 8–Regulatory Requirements for Funds Transactions and External Guarantees by Listed Companies, the Rules Governing the Listing of Stocks on The Shanghai Stock Exchange (the “**Shanghai Stock Exchange Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange Listing Rules**”) and the Articles of Association of Flat Glass Group Co., Ltd. (the “**Articles of Association**”).

**Article 2** External guarantees as mentioned in this System refer to any guarantee, mortgage and pledge or other forms of guarantee provided by the Company in the capacity of a third party to others. Specific types include loan guarantees, guarantees for bank-issued letters of credit and bank acceptance bills, guarantees for the issuance of letters of guarantee, etc. External guarantees also include the guarantees provided by the Company for its subsidiaries.

**Article 3** This system applies to the Company, its wholly-owned subsidiaries, controlled subsidiaries, and associates in which the Company has de facto control (the “**subsidiaries**”).

When the wholly-owned subsidiaries and controlled subsidiaries of the Company provides external guarantees to legal persons or other organizations under the consolidation scope, they shall promptly notify the Company to perform relevant information disclosure obligations after the relevant resolutions have been passed by their respective board of directors and general meeting.

When the wholly-owned subsidiaries and controlled subsidiaries of the Company provides external guarantees to the bodies beyond the consolidation scope, which is deemed as an act of the Company, they shall implement the relevant provisions of this System.

**Article 4** External guarantees shall be subject to unified management by the Company, and without the approval by the board of directors of the Company or general meeting, no person shall have the right to sign a contract, agreement or other similar legal document on external guarantees in the name of the Company.

**Article 5** Directors and senior management of the Company shall prudently handle and strictly control the debt risks arising from external guarantees, and shall be liable for the losses arising from the illegal or improper external guarantees according to law.

**Article 6** When the Company provides external guarantees, it shall be in compliance with the principles of legality, prudence, mutual benefit and security, and strictly control guarantee risks.

**Article 7** When the Company provides guarantees for other parties, it shall take necessary measures such as obtaining counter-guarantees to prevent risks and providers of the counter-guarantees shall have actual financial capacity to honor them. No guarantee shall be provided to a party if the property securing the counter-guarantee issued by such party is prohibited by laws and regulations from circulation or otherwise non-transferable.

When the Company provides guarantees for its controlled shareholders, de facto controllers and their related parties, it shall require them to provide counter-guarantees.

**Article 8** The provision of counter-guarantee by the Company and its controlled subsidiaries shall be implemented in accordance with the relevant provisions of the guarantee, and shall go through examination and approval procedures and fulfill information disclosure obligations based on the amount of counter guarantee provided, except for counter-guarantees provided to support guarantees on the debts of the Company and its controlled subsidiaries.

**Article 9** The independent directors of the Company shall, in the annual report, provide special explanations on the external guarantees of the Company that have not yet been fulfilled at the end of the reporting period and those that have occurred during the current period, as well as on the implementation of this System.

## **Chapter 2 Examination on the Party Receiving External Guarantee**

**Article 10** When the Company provides external guarantees, it shall take necessary measures to check the credit and financial standing of the guaranteed parties, and shall decide whether to provide guarantees after assessing the repayment ability of guaranteed parties in a prudent manner.

The Board of Directors of the Company shall establish a regular verification system and conduct annual verification of all guarantees of the Company, verify the existence of non-compliant guarantees of the Company and disclose the verification results in a timely manner.

**Article 11** The Company may provide guarantee to an entity which is an independent legal person and meets one of the following criteria:

- (1) a mutually guaranteed entity due to business needs of the Company;
- (2) an entity with established important business relationship with the Company;
- (3) an entity with potential important business relationship with the Company;
- (4) a controlled subsidiary of the Company and other entities in a control relationship with the Company.

The aforementioned entities shall have relatively strong solvency and shall meet other relevant provisions of this System.

**Article 12** The board of directors of the Company shall, before deciding on guarantee for others or submitting it to the general meeting for approval by voting, have a good understanding of the credit standing of the debtors and make a sufficient analysis on the interests and risks of the guarantee.

**Article 13** The information on the credit standing of the guarantee applicant shall at least include the following:

(1) basic information of enterprise including business license, photocopies of its articles of association, identity certification of its legal representative, relevant information revealing related relationship and other relationship with the Company, etc.;

(2) application for guarantee, including but not limited to the form, term and amount;

(3) audited financial reports for the recent three years and loan repayment ability analysis;

(4) photocopies of the main contract in respect of the loan;

(5) conditions and relevant information in relation to the guarantee applicant's provision of counter-guarantee;

(6) statement of non-existence of potential and pending major lawsuit, arbitration or administrative penalty;

(7) other important information as the Company considers it is necessary to provide.

**Article 14** Based on the basic information provided by the guarantee applicant, the responsible person shall investigate and verify the guarantee applicant's business operation, financial position, project status and credit status, as well as the prospects of the industry involved, and submit to the application to the relevant departments for review in accordance with the contract approval procedures. The relevant information shall be submitted to the Board of Directors or the general meeting of the Company for approval after being reviewed by responsible leaders and the president.

**Article 15** The the Board of Directors or the general meeting of the Company shall review and vote on the submitted information, and shall record the relevant voting results. No guarantee shall be provided to the guarantee applicant by the Company in case of any of the following circumstances or if the information provided is insufficient:

(1) the use of capital does not comply with laws and regulations or national industrial policies of the State;

(2) false records or false information exist in the financial and accounting documents in the recent three years;

(3) the Company has provided guarantee for the guarantee applicant, which has delayed the repayment of bank loan and its interests, and has not repaid the loan or cannot implement the effective rectification measures at the time of the guarantee application;

(4) deteriorating business conditions or poor credit standing, with no sign of improvement;

(5) failed to secure effective assets for counter-guarantee (if any);

(6) other circumstances under which the Board of Directors considers it impossible to provide guarantee.

**Chapter 3 Approval Procedures for External Guarantees**

**Article 16** External guarantees provided by the Company subject to consideration and approval by the Board of Directors of the Company or the general meeting.

**Article 17** The board of directors of the Company shall exercise its decision-making authority over external guarantees pursuant to its authority for approval of external guarantees as stipulated in the Articles of Association. For any external guarantee beyond the approval authority of the board of directors as stipulated in the Articles of Association, the board of directors shall prepare and submit a proposal to the general meeting for approval. The board of directors shall organize, manage and implement the external guarantees approved by the general meeting.

Any matters of external guarantee within the approval authority of the board of directors subject to consideration and approval of more than half of all directors shall be considered and approved by more than two-thirds of the directors present at the board meeting.

**Article 18** All external guarantees shall be subject to consideration by the board of directors. External guarantees that meet one of the following conditions shall be submitted to the general meeting for consideration and approval after they are considered and approved by the board of directors:

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

(2) any guarantee after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets of the Company;

(3) any guarantee after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 30% of the latest audited total assets of the Company;

(4) guarantees with a total amount within 12 consecutive months exceeding 30% of the latest audited total assets of the Company;

(5) a guarantee provided to guaranteed targets with a gearing ratio exceeding 70%;

(6) guarantees that are provided for shareholders, de facto controllers and their related parties;

(7) other guarantees as required by the stock exchanges of the place where the shares of the Company are listed and the Articles of Association.

When any guarantee as described in item (4) in the preceding paragraph is considered at the general meeting of the Company, it shall be approved by shareholders representing more than two-thirds of the voting rights of the shareholders in presence.

**Article 19** When the Company provides guarantee to the related party and in addition to the consideration and approval of more than half of all non-related directors, it shall be considered, approved and resolved by more than two-thirds of non-related directors present at the Board meeting and submitted to the general meeting for consideration.

When a general meeting considers a guarantee proposal for any shareholder, de facto controller and their related parties, such shareholder or the shareholders controlled by the de facto controller shall not vote on such proposal, and the proposal shall be subject to the approval by voting by more than half of the voting rights represented by the other shareholders present at the general meeting.

**Article 20** If the Company provides external guarantees within twelve months, such external guarantees shall be aggregated for the purpose of applying the relevant provisions of this System. If the Company has already been performed obligations in accordance with the relevant provisions of this System, such external guarantees shall no longer be included in the scope of such aggregation.

**Article 21** Where the Company provides guarantees for its controlled subsidiaries and such guarantees occur frequently within a year, making it impractical to submit each guarantee agreement to the board of directors or the general meeting for consideration, the Company may estimate the total additional guarantee amount for the next twelve months separately for subsidiaries whose latest financial statements show a gearing ratio of 70% or above and for those below 70%, and submit the same to the general meeting for approval.

When the aforementioned guarantees are actually provided, the Company shall make prompt disclosure. The outstanding balance of guarantees at any point in time shall not exceed the guarantee limit approved by the general meeting.

**Article 22** Where the Company provides guarantees for joint ventures or associated companies, and the guaranteed party is not a director, senior management member, shareholder holding 5% or more of the Company's shares, related party of controlling shareholder or de factor controller, and such guarantees occur frequently within a year, making it impractical to submit each guarantee agreement to the board of directors or the general meeting for consideration, the Company may make a reasonable estimate of the specific targets and corresponding additional guarantee amounts for the next twelve months and submit the same to the general meeting for approval.

When the aforementioned guarantees are actually provided, the Company shall make prompt disclosure. The outstanding balance of guarantees at any point in time shall not exceed the guarantee limit approved by the general meeting.

**Article 23** When the Company estimates the guarantee limits for joint ventures or associated companies and all of the following conditions are met, adjustments of guarantee limits may be made among such joint ventures or associated companies:

(1) The amount of any single adjustment for the concerned party shall not exceed 10% of the Company's latest audited net assets;

(2) Where the gearing ratio of the guarantee target exceeds 70% at the time of adjustment, it may only receive guarantee limits from other guarantee targets whose gearing ratios also exceeded 70% at the time when the guarantee limit was considered by the general meeting;

(3) The concerned party does not have any overdue and unpaid debts or other similar circumstances at the time of adjustment;

When the aforementioned adjustments actually occur, the Company shall make disclosure in a timely manner.

**Article 24** The Company may, when necessary, engage an external professional institution to evaluate the risk of an external guarantee as a basis for decision-making by the board of directors or at the general meeting.

**Article 25** The Company shall enter into guarantee contracts in respect of external guarantees in writing. The Company shall also enter into counter-guarantee contracts in respect of guarantees provided to controlling shareholders, de facto controllers and its related parties. The guarantee contracts and the counter-guarantee contracts shall include contents as required by such laws and regulations as the Civil Code of the People's Republic of China.

**Article 26** A guarantee contract shall at least include the followings:

- (1) the category and amount of the principal creditor's right to be guaranteed;
- (2) the term for the debtor to repay the debts;
- (3) the method of guarantee;
- (4) the scope of guarantee;
- (5) the term of guarantee;
- (6) other matters as considered necessary to be agreed upon by the parties.

**Article 27** Upon entering into a guarantee contract, the Company shall comprehensively and diligently review the signatory and relevant particulars of the principal contract, the guarantee contract and counter-guarantee contract. The Company shall request the relevant party to amend any clause which may contravene laws, regulations, the regulatory authorities of the place where the shares of the Company are listed, the Articles of Association and relevant resolutions of the board of directors or the general meeting of the Company and impose unreasonable obligations or unpredictable risks on the Company. If such party refuses to amend such clauses, the Company shall decline to provide guarantee for such party and report to the board of directors or the general meeting of the Company.

**Article 28** The chairman of the board of directors or other personnel legally authorized may sign guarantee contracts on behalf of the Company pursuant to the resolutions of the board of directors or the general meeting. No person shall be entitled to sign guarantee contracts on behalf of the Company without approval and authorization by the resolutions of the general meeting or the board of directors of the Company.

**Article 29** Upon acceptance of a counter-guarantee mortgage or a counter-guarantee pledge, the Company shall complete the relevant legal procedures, in particular the timely registration of such mortgage or pledge and other procedures.

**Article 30** If a guaranteed debt is due and extension is required, and the Company is required to further provide guarantee, guarantee consideration procedures shall be re-fulfilled as if it is a new external guarantee.

#### **Chapter 4 Management of External Guarantees**

**Article 31** The financial department of the Company is the management department of the external guarantees provided by the Company. The financial department shall be responsible for the specific affairs, and the legal personnel shall be required to assist it when necessary.

**Article 32** The major duties of the Company's financial department are as follows:

- (1) to investigate into and evaluate the credit status of the guaranteed entity;
- (2) to complete the formalities for the guarantee procedures;



(3) to duly keep track of, inspect and monitor the guaranteed entity after external guarantee is provided;

(4) to manage the filing of the documentation of the guaranteed enterprise seriously;

(5) to provide the Company's auditing department with a complete and accurate record of all the Company's external guarantees in a timely manner in accordance with the requirements;

(6) to handle other matters relating to the guarantees.

**Article 33** The Company shall keep the guarantee contracts and relevant original materials in appropriate order and shall conduct reviews in a timely manner. The Company shall also conduct regular cross-checking with relevant institutions such as banks to ensure the completeness, accuracy and validity of the data filed, and shall take heed of the term of the guarantees. During the course of contract management, the Company shall report to the board of directors in a timely manner upon identification of any unusual contract that has not been approved in accordance with the examination procedures of the board of directors or the general meeting.

**Article 34** The Company shall continuously monitor the financial conditions of and capability of debt repayment the guaranteed party. If any significant issues such as serious deterioration in the operating conditions, dissolution or division of the guaranteed party are identified, the board of directors is obligated to adopt effective measures to minimize the relevant loss. After the guaranteed debts come due, the Company shall urge the principal to repay its debts within a specified period. If the principal fails to perform its obligations on time, the Company shall take necessary countermeasures in a timely manner.

**Article 35** In the event that the guaranteed party to which the Company provides guarantee fails to honor the obligation to repay debts timely upon maturity, or such guaranteed party becomes bankrupt or goes into liquidation or the creditors claim against the Company for performance of the guarantee obligations, the Company's responsible department shall make inquiry on the status of debt repayment of the guaranteed party in a timely manner, and simultaneously report such matter to the board secretary, who shall promptly inform the board of directors of the Company of the same.

**Article 36** In the event that the guaranteed party fails to fulfill its contractual obligations and its creditor requests the Company to fulfill its guarantee obligation, the Company's responsible department shall activate the counter-guarantee claiming procedures instantly and simultaneously report such matter to the board secretary, who shall inform the board of directors of the Company of the same promptly.

**Article 37** Upon fulfillment of the guarantee obligations for the debtor, the Company shall take effective measures to demand repayment from the debtor. The Company's responsible department shall report the repayment status to the board secretary, who shall promptly inform the board of directors of the Company of the same.

**Article 38** If it becomes evident to the Company that the guaranteed party has lost or is likely to lose its capability of debt repayment, the Company shall take necessary measures in a timely manner for effective risk control. Where malicious collusion between the creditor and the debtor that impairs the Company's interests is identified, the Company shall take prompt measures such as requesting confirmation of the nullification of the guarantee contract. The Company shall claim against the guaranteed party in a timely manner for any financial losses due to the default of the guaranteed party.

**Article 39** In response to other potential risks, the financial department and legal department of the Company shall adopt effective measures and propose corresponding measures for review by responsible leaders, who shall then submit such measures to the president and the board of directors of the Company, as the case may be.



**Article 40** If the Company acts as one of the guarantors for a debt that has been secured by two or more guarantors and it is agreed that the guarantors shall take their respective guarantee obligations in proportion, the Company shall refuse to undertake any guarantee obligation beyond and additional to the agreed proportion.

**Article 41** After the people's court accepts a debtor's bankruptcy case, if the creditor fails to declare the claims, the relevant department of the Company shall request the Company to participate in the distribution of the bankruptcy property and exercise the right of recovery in advance.

#### **Chapter 5 Disclosure of External Guarantee Information**

**Article 42** In compliance with relevant laws and regulations, relevant provisions of the securities regulatory authorities or the place where the shares of the Company are listed, the Company shall conscientiously perform information disclosure obligations in relation to external guarantees.

**Article 43** Any department or responsible person engaged in external guarantee matters of the Company shall have the responsibility to report the information about external guarantee to the board secretary of the Company timely and provide the documents and information necessary for the information disclosure.

**Article 44** As regards the external guarantees considered and approved by the board of directors or the general meeting of the Company, the relevant disclosure shall be made through the website of the stock exchanges of the place where the shares of the Company are listed and the media that meets the conditions stipulated by the securities regulatory authorities of the State Council. The contents to be disclosed shall include but not be limited to the resolutions of the board of directors or the general meeting, and the following information on the total amount of external guarantees provided by the Company and its controlled subsidiaries and the total amount of guarantee provided by the Company to its controlled subsidiaries as of the information disclosure date.

If the guaranteed party fails to perform the debt repayment obligation within 15 trading days upon the maturity of debts or it is in bankruptcy or liquidation or faces other situations that substantially affect its solvency, the Company shall make relevant disclosure in a timely manner.

**Article 45** The Company's relevant department shall take necessary measures to minimize the number of personnel to whom such information is available before the disclosure of information on guarantee in accordance with laws. Any person who is aware of the Company's guarantee information through legal or illegal approaches shall be subject to the inherent obligations for confidentiality until the day when such information is disclosed in accordance with laws, failing which he shall assume any legal liability arising therefrom.

#### **Chapter 6 Responsibilities of Responsible Person**

**Article 46** The Company shall strictly comply with this System in respect of the provision of external guarantees. The board of directors of the Company shall impose corresponding penalties on the responsible person at fault in respect of the loss, scale of the risk, and the seriousness of the case.

**Article 47** Any director, general manager or other senior management member of the Company who entered into a guarantee contract beyond their authority and without abiding by the provisions of this System shall be held accountable.

**Article 48** Any responsible department officers or other responsible persons who breach the provisions of laws, regulations or this System, neglect the risks and provide guarantees without authorization causing losses to the Company, shall assume liability for compensation. If the Company's responsible department officers or other responsible persons fail to fulfill their duties and cause losses to the Company, they shall be subject to economic punishment or sanctions depending on the seriousness of the case.

**Article 49** Where a guarantor is free from guarantee liability under the law, but due to the acts of the Company's responsible department officers or other responsible persons beyond their scope of authorization, the Company subsequently assumes extra liability and losses, the above persons shall assume liability for compensation and shall be subject to sanctions by the Company.

#### **Chapter 7 Supplementary Provisions**

**Article 50** In this System, term "above" includes the stated number; term "more than" excludes the stated number.

**Article 52** In the event of any conflict between this System and relevant state laws and administrative regulations, normative documents, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, the provisions of such laws, administrative regulations, normative documents, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association shall prevail.

**Article 52** This System and any amendment thereto shall become effective and be implemented upon being considered by the board of directors and approved by the general meeting of the Company.

**Article 53** The board of directors of the Company shall be responsible for the interpretation of this System.

**PROCEEDS MANAGEMENT SYSTEM OF  
FLAT GLASS GROUP CO., LTD.**

**Chapter 1 General Provisions**

**Article 1** In order to standardize the management and the use of proceeds by Flat Glass Group Co., Ltd. (the “**Company**”), improve the efficiency and benefit of the use of proceeds, and effectively protect the interests of shareholders, this System is hereby formulated in accordance with the provisions of laws, regulations, and normative documents including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “**Shanghai Stock Exchange Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange Listing Rules**”), the Guidelines No. 1 of Shanghai Stock Exchange for Self-Regulation of Listed Companies–Standardized Operation (the “**Standardized Operation Guidelines**”) and the Regulatory Rules for Funds Raised by Listed Companies, and the provisions of the Articles of Association of Flat Glass Group Co., Ltd. (the “**Articles of Association**”), and in line with the actual situation of the Company.

**Article 2** The proceeds as stated in this System refer to the funds raised from investors for specific use by the Company by the issuance of stocks or other securities with equity nature (including initial public offering of shares, allotment of shares, additional issue of shares, issuing convertible corporate bonds, etc.), but do not include the funds raised by the Company for the implementation of equity incentive plans.

The excess fund (“**Excess Fund**”) refers to the excess of the actual net proceeds over the amount of proceeds planned to be raised.

**Article 3** The proceeds shall be carefully used by the Company in accordance with the purposes listed in the prospectus or other public offering documents and the purpose shall not be changed without authorization.

The Company shall make true, accurate and complete disclosure of the actual use of the proceeds. In case of any situation having a serious impact on the normal operation of the proceeds investment plan, the Company shall make a relevant announcement in a timely manner.

As to a project in which the proceeds are invested (“**Proceeds Investment Project**”) implemented through the Company’s subsidiaries or other entities controlled by the Company, the Company shall ensure compliance with this System by such subsidiaries or such other enterprises controlled by it.

**Article 4** The board of directors of the Company shall continue to pay attention to the deposit, management and use of proceeds, effectively prevent investment risks and improve the efficiency of the use of proceeds. The directors and senior management of the Company shall perform their duties diligently to ensure the security of the Company’s proceeds and shall not manipulate the Company for an unauthorized or disguised change of the use of proceeds.

**Article 5** The accounting department of the Company shall set up a ledger for the use of proceeds, and record in detail the expenditure of proceeds and the Proceeds Investment Projects.

The internal audit department of the Company shall inspect the deposit and use of proceeds at least once every half year, and report the results of inspection to the audit committee in a timely manner.

If the audit committee of the Company is of the view that there are non-compliance or material risks in the management of the proceeds by the Company, or the internal audit department has not submitted a report on the results of inspection in accordance with the provisions of the preceding paragraph, it shall report to the board of directors in a timely manner. The board of directors shall, after receiving the report, report to the stock exchanges where the Shares of the Company are listed and make an announcement in a timely manner.

**Article 6** The controlling shareholders, de facto controllers and other related parties of the Company shall not occupy the proceeds of the Company, nor use the proceeds of the Company and the Proceeds Investment Projects to obtain improper benefits.

If the Company finds that the controlling shareholder, controller and other related persons occupy the proceeds, it shall timely request them to return the proceeds, and disclose the reasons for the occupation, the impact on the Company, the settlement and rectification plan, and the rectification progress.

**Article 7** Sponsors should follow the Administrative Measures for the Sponsorship Business of the Issuance and Listing of Securities and this System to perform sponsorship duties and implement the continuous supervision of management and use of proceeds of the Company.

**Article 8** Where the use of proceeds is subject to information disclosure, it shall be implemented in accordance with the Information Disclosure System of the Company.

## Chapter 2 Deposit of Proceeds

**Article 9** The Company implements a special deposit system for the proceeds. The Company shall prudently select a commercial bank and open a special account for proceeds (“**Special Account**”). Proceeds shall be deposited in a Special Account opened as determined by the Board of the Directors for centralized management and use. The Special Account shall not be used for depositing funds other than the proceeds or for other purposes.

If the Company has undertaken two or more fund raising activities, it shall open a Special Account for proceeds separately for each activity. The Excess Fund shall also be deposited in the Special Account for proceeds for management.

**Article 10** After the proceeds are in place, the Company shall go through the capital verification formalities in time, and obtain a capital verification report issued by the accounting firm in accordance with the relevant requirements of the Securities Law. The asset appraisal institution shall evaluate the physical assets and issue an appraisal report. The ownership of the assets has been transferred to the Company.

Where there are other provisions in laws, regulations or securities regulatory rules in the place where the shares of the Company are listed, such provisions shall prevail.

**Article 11** The Company shall sign the tripartite supervision agreement (the “**Tripartite Agreement**”) with the sponsors or independent financial advisers and the commercial bank in which the proceeds are deposited (the “**Commercial Bank**”) within one month after the proceeds are transferred to the account and make a timely announcement. The Tripartite Agreement shall at least include the following contents:

- (1) The Company shall deposit all proceeds into the Special Account;
- (2) Account number of the Special Account, the projects funded by the proceeds related to the Special Account and the amount deposited;
- (3) If the Company withdraws more than RMB50 million at one time or in aggregate within 12 months from the Special Account for deposit of proceeds, and the amount reaches 20% of net proceeds deducting the issuing expense from the total proceeds (the “**Net Proceeds**”), the Company shall promptly notify the sponsors or independent financial advisers;

(4) The Commercial Bank shall provide the Company bank statements of the Special Account on a monthly basis and make a copy for the sponsors or independent financial advisers;

(5) The sponsors or independent financial advisers may visit the Commercial Bank for access of the information related to the Special Account for deposit of proceeds any time;

(6) The supervision duties of the sponsors or independent financial advisers, the notification and cooperation duties of the Commercial Bank, the supervision method of the sponsors or independent financial advisers and the Commercial Bank on the use of the proceeds of the Company;

(7) Liability for breach of contract of the Company, the Commercial Bank and the sponsors or independent financial advisers;

(8) In case of the Commercial Bank's failure, for three times, to timely provide bank statements to the sponsors or independent financial advisers, and failure to meet the sponsors' or independent financial advisers' request to inquire and investigate into information on the Special Account, the Company may terminate the agreement and cancel such Special Account for deposit of proceeds.

If the Company implements a Proceeds Investment Project through its controlled subsidiary, the Company, the controlled subsidiary implementing the Proceeds Investment Project, the Commercial Bank and the sponsor or the independent financial adviser shall jointly enter into a Tripartite Agreement, and the Company and its controlled subsidiary shall be deemed as a joint party.

If the Tripartite Agreement is terminated before the expiry date, the Company shall sign a new agreement with relevant parties within two weeks from the date of termination of the agreement, and promptly make an announcement.

**Article 12** If proceeds are invested in overseas projects, in addition to being in compliance with the provisions of this System, the Company and sponsors shall also take effective measures to ensure the security and regulatory-compliant utilization of proceeds invested in overseas projects, and disclose the relevant specific measures and actual results in the Special Report on the Deposit, Management and Actual Use of Proceeds of the Company (the “**Special Report on Proceeds**”).

### Chapter 3 Use of Proceeds

**Article 13** The Company can use the proceeds after entering into the Tripartite Agreement. The proceeds should be used for specific purposes. The Company's use of proceeds should comply with national industrial policies and relevant laws and regulations, practice the concept of sustainable development, and fulfill its social responsibilities. In principle, the proceeds should be used for Company's main business, which will help enhance its competitiveness and innovation capabilities. The Company shall not perform the followings when using proceeds:

(1) Except for financial enterprises, carrying out financial investments such as financial assets held for trading, other equity instrument investments, provision of loans and entrusted wealth management, as well as direct or Indirect investment in companies that engage in trading of marketable securities as their principal business;

(2) Change the use of proceeds in disguised form by way of pledges, entrusted loans or other means;

(3) Make available the proceeds, whether directly or indirectly, to controlling shareholder(s), de facto controller(s) and other related parties, or provide convenience to related parties for improper gains from the Proceeds Investment Projects;

(4) Other acts that violate the provisions on the management of proceeds.

**Article 14** If one of the following situations occurs for any Investment Project, the Company shall promptly re-assess the feasibility and expected return of the Proceeds Investment Project to determine whether the implementation of the Proceeds Investment Project should proceed:

(1) Significant changes in the market environment relating to the Proceeds Investment Project;

(2) After proceeds are received, the suspension of the Proceeds Investment Project has been for over 1 year;

(3) The time of completion for the investment plan of proceeds has elapsed and the investment amount has not reached 50% of relevant expected amount;

(4) Occurrence of other abnormalities for the Proceeds Investment Project.

If the Company identifies the circumstances specified in the preceding paragraphs, it shall disclose them in a timely manner. If adjustments are required, the adjusted investment plan of proceeds shall also be disclosed. If any change is involved, the relevant deliberation procedures for changing the use of proceeds shall apply.

The Company shall disclose in its annual reports and interim reports the specific circumstances of the re-examination of Investment Project during the reporting period.

**Article 15** Where the Proceeds Investment Project expected to fail to be completed within the originally scheduled timeframe and the Company proposes to extend its implementation period, such extension shall be subject to timely review and approval by the board of directors, and the sponsor or independent financial advisor shall issue a clear opinion. The Company shall promptly disclose the specific reasons for the failure to complete as scheduled, the current deposit status and accounting records of the proceeds, whether any circumstances exist that may affect the normal progress of the proceeds utilization plan, the expected completion timeline and phased investment schedule and relevant measures to ensure on-schedule completion following the extension.

**Article 16** When the Company uses the proceeds for the following purposes, the usage shall be considered and approved by the board of directors, and the Company shall make timely disclosure after giving an explicit opinion by the sponsors or independent financial advisers:

(1) Using proceeds to replace self-raised funds invested for the Investment Project;

(2) Using temporarily idle proceeds for cash management;

(3) Using temporarily idle proceeds for temporary replenishment of liquidity;

(4) Changing the use of the proceeds;

(5) Using Excess Fund for projects under construction and new projects, the repurchase and cancellation of the Company's shares in accordance with the laws;

In the event of the circumstances stipulated in items (4) and (5) of the preceding paragraph, such subjects shall also be considered and approved by the general meeting. Where any related transaction, asset acquisition or external investment is involved, the review procedure and disclosure obligation shall be performed in accordance with the rules of the stock exchanges where the Shares of the Company are listed and the relevant rules and regulations of the Company.

**Article 17** If the Company replaces its self-raised funds invested in Investment Projects in advance with proceeds, such replacement shall be subject to review and approval by the board of directors, the sponsor shall issue a clear opinion, the Company shall promptly disclose relevant information. The Company in principle shall implement such replacement within six months after proceeds have been transferred to a Special Account.

During the implementation of the Proceeds Investment Project, funds shall in principle be paid directly from proceeds. Where direct payment from proceeds is indeed difficult for matters such as payment of staff salaries or purchase of overseas products and equipment, replacement with proceeds may be implemented within six months after the self-raised funds are used for payment.

**Article 18** The Company may conduct cash management of temporarily idle proceeds, and the cash management shall be implemented through a Special Account for proceeds or a publicly disclosed product-specific settlement account. If cash management is implemented through a product-specific settlement account, the account shall not be used to deposit non-issuance proceeds or for other purposes. The implementation of cash management shall not affect the normal implementation of the investment plan of the proceeds. Cash management products must meet the following conditions:

- (1) Products with high security, such as structured deposits and certificates of deposit, can not be non-principal-guaranteed products;
- (2) High liquidity, with the product maturity not exceeding twelve months;
- (3) Cash management products may not be pledged.

Only after the due funds of the cash management products as stipulated in the preceding paragraph are returned on schedule and make an announcement, can the Company carry out cash management again within the authorized period and amount.

When the Company opens or cancels a special settlement account for investment products, it shall make an announcement in a timely manner.

**Article 19** When the Company uses temporarily idle proceeds for cash management, it should do so after obtaining approval from the board of directors, with explicit opinions provided by sponsors or independent financial advisers, and the Company shall announce the following contents after consideration by the board of directors:

- (1) Basic information of the proceeds, including the fundraising time, amount of proceeds, Net Proceeds and investment plans;
- (2) Status of the use of proceeds;
- (3) Approved quota and duration of cash management, whether there is any disguised change in the use of proceeds, and measures to ensure that the normal progress of the Proceeds Investment Project is not affected;



(4) Methods of profit distribution, scope of investment and safety of cash management products;

(5) Opinions issued by sponsors or independent financial advisers.

The Company shall make an announcement of risk reminder timely and indicate the risk control measures adopted by the Company to guarantee the safety of the funds in the event of circumstances that may harm the interests of the listed company and investors, such as if financial conditions of the issuer have deteriorated and product invested has suffered losses.

**Article 20** The Company may temporarily use the idle proceeds to replenish working capital, such uses shall be carried out through the Special Account and shall comply with the following requirements:

(1) The use of proceeds shall not be changed in disguised form and the normal progress of the proceeds investment plan shall not be affected;

(2) The proceeds shall only be applied to production and operation related to the principal business;

(3) The duration of any single temporary replenishment of working capital may not be in excess of 12 months;

(4) The amount of any previous use of the proceeds for replenishment of working capital has been replenished by the due date (if applicable).

Prior to the maturity date for the replenishment of working capital, the Company shall return such proceeds to the Special Account and promptly publish an announcement on the repayment status of the proceeds.

**Article 21** The Company should properly arrange the use plan of Excess Fund based on the Company's development plan and actual production and operation needs. The Excess Fund should be used for ongoing projects and new projects, repurchase and lawful cancellation of the Company's shares. The Company shall clarify the specific use plan of the Excess Fund at the latest when the same batch of Investment Projects are completed as a whole, and shall allocate and utilize the fund according to the plan.

**Article 22** The use of Excess Fund shall be resolved by the board of directors in accordance with the law, the sponsors shall express explicit opinions and submit it to the general meeting for deliberation, and the Company shall promptly and fully disclose relevant information such as the necessity and rationality of using Excess Fund. If the Company uses the Excess Fund for ongoing projects and new projects, it should fully disclose information of relevant projects, such as the implementation plan, investment cycle, rate of return, etc.

If it is really necessary to use temporarily idle Excess Fund for cash management or temporary replenishment of working capital, the necessity and rationality should be explained. If the Company uses temporarily idle Excess Fund for cash management or to temporarily replenish working capital, matters such as the approved quota and duration shall be reviewed and approved by the board of directors, the sponsors shall express explicit opinions, and the Company shall disclose relevant information in a timely manner.

**Article 23** Subsequent to the completion of a single Proceeds Investment Project, any proposed use of remaining proceeds (including interest income) in this Investment Project by the Company for the purpose of any other Investment Projects shall be subject to the consideration and approval of the board of directors, with explicit opinions provided by sponsors or independent financial advisers. The Company shall make an announcement in a timely manner after the consideration of the board of directors.



If the remaining proceeds (including interest income) is less than RMB1 million, or less than 5% of the promised investment amount of the proceeds for the said project, the procedure in the preceding paragraph can be waived, provided that usage details should be disclosed in the annual report.

For the use of the remaining proceeds (including interest income) of any single Proceeds Investment Project for purposes other than the Proceeds Investment Projects (including replenishment of working capital), the corresponding procedural and disclosure obligations for the change of Investment Projects shall apply.

**Article 24** Upon completion of all of the Proceeds Investment Projects, the remaining proceeds (including interest income) shall be used by the Company after the consideration and approval of the board of directors, with explicit opinions provided by sponsors or independent financial advisers. The Company shall make an announcement in a timely manner after the consideration of the Board. If the remaining proceeds (including interest income) account for more than 10% of the Net Proceeds, their use shall also be considered and approved by the general meeting.

If the remaining proceeds (including interest income) is less than RMB5 million, or less than 5% of the Net Proceeds, the procedure in the preceding paragraph can be waived, provided that usage details should be disclosed in the latest periodic report.

**Article 25** The Proceeds Investment Project shall be implemented in accordance with the scheduled progress of the proceeds investment plan. The Company's project department shall establish a project management system to inspect and supervise fund application, project progress and project engineering quality, and maintain corresponding project files. The Company's finance department shall establish and improve relevant accounting records and original accounts for activities involving the use of proceeds, and regularly inspect and supervise the usage status and effectiveness of the proceeds.

#### **Chapter 4 Changes in the Use of Proceeds**

**Article 26** The Company shall not alter the purpose of proceeds without adhering to the requirements of the laws and regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association of the Company. If it becomes necessary to alteration the purpose of the use of proceeds due to market changes, such purposes can be altered only when such alternation has been considered by the Board of Directors, approved by the general meeting in accordance with statutory procedures, with express consent from the sponsors or the independent financial advisers, approved by the relevant authorities (if necessary), and disclosed in accordance with Shanghai Stock Exchange Listing Rules, Hong Kong Stock Exchange Listing Rules and other regulatory requirements. Related directors or shareholders shall not abstain from voting where such alteration involves related transactions.

**Article 27** The Company shall use its proceeds in accordance with the purposes specified in the prospectus or other public offering documents, and shall not alter such purposes without authorization. Any of the following circumstances shall be deemed an alteration of the use of proceeds, which shall be resolved by the board of directors in accordance with applicable laws, supported by a clear opinion from the sponsor, and submitted to the general meeting for approval. The Company shall promptly disclose the relevant information:

- (1) Cancellation or termination of the original Proceeds Investment Project and implementation of a new project or permanently replenish working capital;
- (2) Change of the subject of implementation of the Proceeds Investment Project;
- (3) Change of the implementation methods of the Proceeds Investment Project;
- (4) Any other circumstance recognized by the CSRC.

Where the Company falls under item (1) of the preceding paragraph, the sponsor shall provide a detailed explanation of the primary reasons for the change in the Proceeds Investment Project and the rationale for its prior sponsorship opinion, with reference to the previously disclosed proceeds related documents.

A change in the subject of implementation of the Proceeds Investment Project between the Company and its wholly-owned subsidiaries, or solely involving a change in the implementation location, shall not be deemed an alteration of the use of proceeds. Such changes shall be resolved by the board of directors without requiring approval by the general meeting, but the sponsor shall issue a clear opinion, and the Company shall promptly disclose the relevant information.

If the Company's use of proceeds under relevant provisions of this System exceeds the amount or timeframe approved by the board of directors, and such breach is material, it shall be deemed an unauthorized alteration of the use of proceeds.

**Article 28** The Company should make an announcement with details of the following after submitting the proposed change of the Proceeds Investment Project to the board of directors for consideration:

(1) The basic information of the original Investment Project and the specific reasons for the change;

(2) Basic information, feasibility analysis and reminders of risks of the new Proceeds Investment Project;

(3) Investment plan of the new Proceeds Investment Project;

(4) Explanation of whether the new Proceeds Investment Project has been approved by the relevant authorities (if applicable);

(5) Opinions of the sponsors or independent financial advisers in respect of the change of the Proceeds Investment Project;

(6) Explanation that the change of the Proceeds Investment Project still requires approval at the general meeting;

(7) Such other information as required by the stock exchanges where the Shares of the Company are listed.

Where the new Proceeds Investment Project involves any related transaction, asset acquisition or external investment, the review procedure and disclosure obligation shall be performed in accordance with the rules of the stock exchanges where the Shares of the Company are listed and relevant regulations and rules of the Company.

**Article 29** The use of proceeds after alteration shall be invested in the Company's principal business.

The Company should scientifically and cautiously analyze the feasibility of the new Proceeds Investment Project and ensure that the Proceeds Investment Project is conducive to enhancing the Company's competitive and innovative capabilities, so as to effectively prevent investment risks and improve efficiency of the use of proceeds.

**Article 30** Where the Company changes the use of proceeds to acquire assets (including equity interests) from its controlling shareholders or de facto controllers, it shall ensure that such acquisition effectively avoids intra-industry competition and reduces related party transactions.

**Article 31** Except that the Proceeds Investment Project has been transferred to an external party or replaced in the implementation of major asset restructuring by the Company, where an Investment Project is intended to be transferred to an external party or replaced, the Company should, after considered by the board of directors, announce the following in a timely manner:

- (1) The specific reasons for the external transfer or replacement of the Proceeds Investment Project;
- (2) The amount invested in the project from the proceeds;
- (3) The progress and realized profits of the project;
- (4) Basic information, feasibility analysis and reminders of risks (if applicable) of the new project after replacement;
- (5) Pricing basis and related profit of the transfer or replacement;
- (6) Opinions of sponsors or independent financial advisers on the transfer or replacement of the Proceeds Investment Project;
- (7) Explanation that the transfer or replacement of the Proceeds Investment Project requires approval at the general meeting.

The Company should pay full attention to the receipt and use of the proceeds from the transfer, as well as the ownership changes and continuous operation of the newly-replaced assets, and perform the necessary obligations of information disclosure as required.

### **Chapter 5 Management and Supervision of Proceeds**

**Article 32** The board of directors of the Company shall continuously keep track of the actual management and use of proceeds and Excess Fund (if any), conduct a comprehensive inspection of the progress of the Proceeds Investment Project every six months, and prepare, review and disclose the Special Report on Proceeds of the Company. Relevant special report shall include the basic information of proceeds and Excess Fund and the deposit, management and use of proceeds as stipulated in the rules. In case of inconsistency between the actual investment progress and the investment plan for the Proceeds Investment Project, the Company shall explain the specific reasons in the Special Report on Proceeds.

During the annual audit, the Company shall engage an accounting firm to issue an assurance report on the deposit, management and use of proceeds, and shall, at the same time when the annual report is disclosed, submit such report.

**Article 33** The subsidiary responsible for the implementation of the project shall regularly or irregularly report to the Company in writing on the Proceeds Investment Project, explaining the implementation of the project and the use of funds, and the deposit, management and use of the Special Account for Proceeds, as well as report to the Company every year on the implementation of the project and the use of funds throughout the year.

**Article 34** The sponsors or independent financial advisers shall, in accordance with the Administrative Measures for the Sponsorship Business of the Issuance and Listing of Securities, continuously supervise the deposit, management and use of the proceeds raised by the Company. If any abnormal situation is found in the continuous supervision, on-site verification shall be carried out in a timely manner. The sponsors or independent financial advisers shall conduct on-site verification of the deposit, management and use of the proceeds raised by the Company at least every half year. If the sponsors or independent financial advisers find any abnormal situation in continuous supervision and on-site verification, they shall report to the stock exchanges where the Shares of the Company are listed and relevant regulatory departments in a timely manner.

After the conclusion of each fiscal year, the sponsors or the independent financial advisers shall issue a special audit report on the deposit, management and use of proceeds of the Company for the year, and the audit report shall be disclosed when the Company discloses its annual report. The audit report should contain the following contents:

- (1) The deposit, management and use of proceeds and balance of the Special Account;
- (2) Progress of the Proceeds Investment Project, including the deviation from the progress of the proceeds investment plan;
- (3) Replacement of the self-raised funds invested in the Proceeds Investment Project (if applicable);
- (4) Replenishment of working capital with idle proceeds and the effects (if applicable);
- (5) Cash management of idle proceeds (if applicable);
- (6) Use of Excess Fund (if applicable);
- (7) Changes in the use of proceeds (if applicable);
- (8) Use of remaining proceeds (if applicable);
- (9) Conclusive comments on the compliance of the deposit, management and use of proceeds;
- (10) Other information required by the stock exchanges where the Shares of the Company are listed.

After the conclusion of each fiscal year, the board of directors of the Company shall disclose the specific audit report of the sponsors or the independent financial advisers and conclusive comments in the authentication report of the accounting firm in the Specific Report on Proceeds.

The Company shall cooperate with the sponsors for their continuous supervision, on-site inspection and with the accounting firms for their audit work, and provide, or apply to the bank to provide necessary information related to the deposit, management and use of proceeds.

If the sponsor or the independent financial adviser finds that the Company and the Commercial Bank have not performed the agreement in accordance with the Tripartite Agreement, or discovers significant non-compliance or major risks in the management of the Company's proceeds during the on-site inspection, it shall urge the Company to promptly rectify and report the stock exchanges where the Shares of the Company are listed.

**Chapter 6 Accountability**

**Article 35** If relevant responsible person violates the provisions of this System, the Company shall, based on the severity of the case and the losses and impact on the Company, impose disciplinary actions and penalties including criticism, warning, or even changes his/her position on the relevant responsible person, and the Company shall have the right to demand compensation from such responsible person for any losses caused to the Company. If the cases are serious, the Company shall report such cases to the regulatory departments for investigation and punishment.

**Chapter 7 Supplementary Provisions**

**Article 36** In this System, term “above” includes the stated number; term “more than” excludes the stated number.

**Article 37** In the event of any conflict between this System and relevant state laws and administrative regulations, normative documents, the listing rules of the stock exchange where the Company’s shares are listed and the Articles of Association, the provisions of such laws, administrative regulations, normative documents, the listing rules of the stock exchange where the Company’s shares are listed and the Articles of Association shall prevail.

**Article 38** This System and any amendment thereto shall become effective and be implemented upon being considered and approved by the general meeting of the Company.

**Article 39** The board of directors of the Company shall be responsible for the interpretation of this System.

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## NOTICE OF THE 2025 FIRST EGM

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福萊特玻璃集團股份有限公司

**Flat Glass Group Co., Ltd.**

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

**(Stock code: 6865)**

### NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 first extraordinary general meeting (the “**2025 First EGM**”) of Flat Glass Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Tuesday, 9 December 2025 at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC for the purpose of considering, and if thought fit, passing the following resolutions by way of the special or ordinary resolutions as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 20 November 2025:

- |                           |  |
|---------------------------|--|
| Special resolution 1.     | To consider and approve the proposed changes of registered capital, cancellation of the Supervisory Committee and amendments to the Articles of Association. |
| Resolution 2.             | Proposed amendments to certain management systems of the Company:  |
| Special resolution 2.01.  | Proposed amendments to the Rules of Procedure for General Meetings;  |
| Special resolution 2.02.  | Proposed amendments to the Rules of Procedure for Board Meetings;  |
| Ordinary resolution 2.03. | Proposed amendments to the Working Rules for Independent Directors;  |
| Ordinary resolution 2.04. | Proposed amendments to the Implementation Rules of Cumulative Voting System;   |
| Ordinary resolution 2.05. | Proposed amendments to the External Investment Management System;  |
| Ordinary resolution 2.06. | Proposed amendments to the Related Party Transactions Management System;   |

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## NOTICE OF THE 2025 FIRST EGM

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Ordinary resolution 2.07. Proposed amendments to the External Guarantee Management System;  
and

Ordinary resolution 2.08. Proposed amendments to the Proceeds Management System.

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

Jiaxing, Zhejiang Province, the PRC  
20 November 2025

*As at the date hereof, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Dujian and Ms. Ng Yau Kuen Carmen.*

*Notes:*

1. In order to ascertain the Shareholders' entitlement to attend and vote at the 2025 First EGM, the register of members of the Company will be closed from Thursday, 4 December 2025 to Tuesday, 9 December 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming 2025 First EGM, all transfer documents must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), for registration before 4:30 p.m. on Wednesday, 3 December 2025. H Shareholders whose names appear on the register of members of the Company on Wednesday, 3 December 2025 (i.e. the record date) are entitled to attend and vote at the 2025 First EGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the 2025 First EGM will be determined and announced separately in the PRC by the Company.
2. Shareholders who are entitled to attend and vote at the 2025 First EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the 2025 First EGM (i.e. before Monday, 8 December 2025) (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2025 First EGM or any adjourned meetings should they so wish.
5. Shareholders or their proxies shall provide their identification documents when attending the 2025 First EGM.
6. Shareholders attending the 2025 First EGM shall be responsible for their own travel and accommodation expenses.
7. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.