ARTICLES OF ASSOCIATION
OF
CHINA COMMUNICATIONS SERVICES CORPORATION LIMITED

(The Articles of Association was prepared in Chinese and the English translation is not an official version and for your reference only. In case of any inconsistencies and discrepancies between the Chinese and the English versions, the Chinese version shall prevail)

(Approved by the Extraordinary General Meeting on 23 October 2025)

ARTICLES OF ASSOCIATION OF
CHINA COMMUNICATIONS SERVICES CORPORATON LIMITED

CHAPTER 1: GENERAL PROVISIONS

Article 1.1

China Communications Services Corporation Limited (the "**Company**") is a joint stock limited company established in accordance with the Company Law of the People's Republic of China (the "**Company Law**") and other relevant laws and regulations of the State.

The Company was established by way of promotion with the approval of the State-Owned Assets Supervision and Administration Commission of the State Council (the "**SASAC**") on 12 September 2006, as evidenced by approval document *Guo Zi Gai Ge [2006]* no. 1138 of 2006. It is registered with and has obtained a business licence from the State Administration Bureau of Industry and Commerce of the People's Republic of China on 30 August 2006. The Company's unified social credit code is: 911100007109343186.

The promoters of the Company are: China Telecommunications Corporation, Guangdong Telecom Industry Group Corporation and Zhejiang Telecom Industry Corporation.

Article 1.2

The Company's registered names:

The Chinese name:中國通信服務股份有限公司

The English name: China Communications Services Corporation Limited.

Article 1.3

The Company's address: Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing

Postal code: 100073

Article 1.4

The legal representative of the Company is the general manager of the Company.

Article 1.5

The Company is a joint stock limited company which has perpetual existence.

Article 1.6

This Articles of Association shall take effect after being adopted by a special resolution at the Company's general meeting. After this Articles of Association come into effect, the original Articles of Association shall be superseded by this Articles of Association.

From the date on which this Articles of Association come into effect, this Articles of Association constitute the legally binding document regulating the Company's organisation and activities, and the rights and obligations between the Company and shareholder and among the shareholders.

Article 1.7

This Articles of Association are binding on the Company and its shareholders, directors, general manager and other senior officers; all of whom may, according to this Articles of Association, assert rights in respect of the affairs of the Company.

A shareholder may take action against the Company pursuant to this Articles of Association, and the Company may take action against shareholders, directors, general managers and other senior officers. A shareholder may also take action against another shareholder, and may take action against the directors, general manager and other senior officers of the Company pursuant to this Articles of Association.

Article 1.8

In accordance with the provisions under Company Law and the Constitution of the Communist Party of China, the Company shall establish the organization of the Communist Party of China (the "**Party**"); the Party Committee shall play a core leadership role, setting direction, managing the overall situation and ensuring the implementation, and discuss and decide on major issues of the Company in accordance with regulations. The Company shall set up the working institution of the Party, equip it with adequate staff of party affairs and ensure its working fund.

CHAPTER 2: THE COMPANY'S OBJECTIVES AND SCOPE OF BUSINESS

Article 2.1

The Company's objectives are: promote the strategy of strengthening telecommunications development of the country and the informatization of the national economy, and provide services to informatization industry; comply with state laws and regulations and provide all-in-one, one-stop, standardized and professional services to telecommunications operators and other customers; work with customers to build information civilization; improve enterprise efficiency, increase enterprise competitiveness and create value for shareholders.

Article 2.2

The Company's scope of business are: research and development of information and communications technologies, provision of technological service, technological consultation, technology and business training; investment in enterprises; provision of investment consultation; management of trust assets; planning administration; project management; survey, design and supervision services; design and construction of property infrastructure; design and construction of municipal utilities; installation of wires and equipment; pipeline construction; city safety surveillance system project; smart building project; electricity, pipelines and equipment installation; specialized project design; repair and maintenance of telecommunications equipment; planning consultation and solutions, design, construction, supervision and maintenance of internet of things; properties lease; municipal utilities management; properties management; transportation agent for international and domestic cargo; loading and unloading services; warehousing services; production and sales of communications equipment and facilities; development of computer software and integration of applications system; energy performance contracting; engagement in advertising.

The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

CHAPTER 3: SHARES AND REGISTERED CAPITAL

Article 3.1

The Company shall have ordinary shares at all time. Subject to the approval of the vetting authority authorized by the State Council, the Company may, according to its needs, create other classes of shares.

Article 3.2

The shares issued by the Company shall each have a par value of Renminbi one (1.00) yuan.

Article 3.3

When issuing shares to Domestic Investors and Foreign Investors, the Company shall complete the filing procedures with the China Securities Regulatory Commission (hereinafter referred to as "**CSRC**") in accordance with the law.

"Foreign Investors" referred to in the above paragraph mean those investors who subscribe for the shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan of China. "Domestic Investors" mean those investors who subscribe for the shares issued by the Company and who are located within the territory of the PRC.

Article 3.4

Shares which the Company issues to Domestic Investors for subscription in Renminbi shall be referred to as “Domestic-Invested Shares”. Shares which the Company issues to Foreign Investors for subscription in foreign currencies shall be referred to as “Foreign-Invested Shares”. Foreign-Invested Shares which are listed overseas are called “Overseas-Listed Foreign-Invested Shares”.

Both holders of Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares are holders of ordinary shares, and have the same obligations and rights.

Holders of Domestic-Invested Shares can convert their domestic unlisted shares into overseas listed shares for the shares to be listed and traded in the foreign stock exchange. The arrangement shall be in compliance with the relevant provisions of the CSRC, and the shareholders shall entrust the Company to file with the CSRC. The arrangement need not be approved by a shareholders’ class meeting.

Article 3.5

By the approval of the vetting authority authorized by the State Council, the Company may issue a total of 6,926,018,400 ordinary shares, of which 3,960,000,000 were issued to the promoter of the Company at the time when the Company was established, representing 57.18% of the total issued ordinary share of the Company.

Article 3.6

The Company issued 2,210,252,040 Overseas-Listed Foreign-Invested Shares (H Shares) after its incorporation. Pursuant to the Provisional Measures on the Administration of the Reduction of the State-Owned Shares for Raising Social Security Funds, the number of Overseas-Listed Foreign-Invested Shares (H Shares) converted from a reduction by holders of State-owned shares of their shareholdings of the State-owned shares amounted to 181,168,200 shares. The total Overseas-Listed Foreign-Invested Shares of the Company (H Shares) shall be 2,391,420,240 shares, representing 34.53% of the total issued ordinary shares of the Company.

Article 3.7

The registered capital of the Company is RMB6,926,018,400 and the paid-up capital of the Company is RMB6,926,018,400.

Article 3.8

The Company may, based on its operating and development needs, authorize the increase of its capital upon resolution of the shareholders’ meeting pursuant to this Articles of Association, in accordance with the provisions of laws and regulations.

The Company may increase its capital in the following ways:

(1) by issuing shares to unspecified investors;
(2) by issuing shares to specified investors;
(3) by allotting bonus shares to its existing shareholders;
(4) by capitalizing common reserve funds into share capital;
(5) by any other means which is prescribed by law, administrative regulation, and CSRC.

After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of this Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant State laws and administrative regulations.

CHAPTER 4: REDUCTION OF CAPITAL AND REPURCHASE OF SHARES

Article 4.1

According to the provisions of this Articles of Association, the Company may reduce its registered capital.

The Company may reduce its registered capital through targeted capital reduction, without proportionally decreasing capital contributions or shares based on shareholders' existing shareholding.

Article 4.2

The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.

The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on the reduction of registered capital and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

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

Article 4.3

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

(1) reducing its registered capital;
(2) merging with another company that holds the Company's shares;
(3) granting of shares for employee stock ownership plans or as share incentives;

(4) repurchase of the shares held by dissenting shareholders in respect of approved resolutions in a general meeting regarding issues like merger and dissolution, upon their request;
(5) using the shares for the conversion of convertible corporate bonds issued by the Company;
(6) the circumstances requiring the maintenance of the corporate value and shareholders' interest of the Company.

The Company's purchase of its shares under the circumstances set forth in sub-paragraph (1) or (2) of paragraph 1 of Article 4.3 shall be adopted by a resolution of the shareholders' meeting; and the Company's purchase of its own shares under the circumstances set forth in sub-paragraphs (3), (5) or (6) of paragraph 1 of Article 4.3 may be adopted by a resolution of the meeting of the board of directors where two-thirds or more directors are present according to the provisions of this Articles of Association or the authorization of the shareholders' meeting.

Where the Company falls under the circumstance set forth in sub-paragraph (1) after purchasing its shares in accordance with the provision of paragraph 1 of Article 4.3, it shall cancel the shares within ten (10) days from the date of purchase; if the Company falls under the circumstances set forth in sub-paragraph (2) or (4), it shall transfer or cancel the shares within six (6) months; and if the Company falls under the circumstances set forth in sub-paragraph (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed 10% of total number of shares issued by the Company, and the Company shall transfer or cancel the shares within three (3) years.

Article 4.4

The Company may repurchase shares in one of the following ways, after approved by the relevant governing authority of the State:

(1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis;
(2) by repurchasing shares through public dealing on a stock exchange;
(3) by repurchasing shares outside of the stock exchange by means of an agreement.

CHAPTER 5: FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

Article 5.1

The Company or its subsidiaries (including the affiliates of the Company) shall not provide grants, borrowings, guarantees or other forms of financial assistance for others to acquire shares of the Company or its parent company, except for the employee stock ownership plans of the Company.

Article 5.2

For the interests of the Company, the Company may, by a resolution passed by two-thirds or more of all the directors, provide financial assistance for others to acquire shares of the Company or its parent company, but the total amount of such financial assistance shall not exceed 10% of the total issued share capital.

CHAPTER 6: SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS

Article 6.1

Share certificates of the Company shall be in registered form.

In addition to the matters required to be stated therein by the Company Law, the share certificate of the Company shall contain other matters required to be stated therein by the stock exchange(s) on which the Company's shares are listed.

Article 6.2

Share certificates of the Company shall be signed by the Chairman of the Company's board of directors. Where the stock exchange(s) on which the Company's shares are listed require other senior officer(s) of the Company to sign on the share certificates, the share certificates shall also be signed by such senior officer(s). The share certificates shall take effect after being imprinted with the seal of the Company (including in mechanical form). The share certificate shall be imprinted with the seal of the Company under the authorization of the board of directors. The signatures of the Chairman of the board of directors or other senior officer(s) of the Company may be printed in mechanical form.

Article 6.3

The Company shall create a register of shareholders based on the documents provided by the securities depository and clearing institution, and the register of shareholders is sufficient evidence of shareholders' holding of shares of the Company. Shareholders shall have rights and obligations according to the category of shares held by them; and shareholders holding the same category of shares shall have the same rights and obligations.

Article 6.4

Any shareholders recorded in the register of shareholders or any person who requests his name to be recorded in the register of shareholders may apply to the Company for the issuance of new share certificates if the original share certificates are lost. For holders of domestic shares applying for replacement of share certificates, such applications shall be processed in accordance with the relevant provisions of the Company Law. For holders of H shares applying for replacement of share certificates, such applications shall be processed under the provisions of laws, the listing rules, and other relevant regulations of the place where the H shares are listed.

The original copy of the register of shareholders for H shares listed in Hong Kong shall be maintained in Hong Kong and shall be available for inspection by shareholders.

Article 6.5

The shares of the Company may be transferred in accordance with the law. Restrictions on sale of shares, reductions and other changes in the equity held by shareholders, directors, and senior officers shall comply with the Company Law, the Securities Law of the People's Republic of China (the "**Securities Law**"), listing rules, and other regulatory rules of the place where the Company's shares are listed with respect to changes in shareholding.

All transfers of H shares shall adopt an instrument of transfer in writing in the standard or common form or in any other form acceptable to the board of directors (including the standard form of transfer prescribed by the Hong Kong Stock Exchange from time to time). Such instruments of transfer may only be executed by handwritten signatures or by affixing the valid seal of the company (if the transferor or transferee is a company). Where the transferor or transferee is a recognized clearing house or its agents as defined in the relevant ordinances from time to time in force under Hong Kong laws, the instrument of transfer may be executed by handwritten or by printed signature. All instruments of transfer shall be maintained at the registered office of the Company or at such an address as the board may from time to time determine.

Article 6.6

The period for the closure of share transfer registration shall be determined in accordance with the PRC laws, administrative regulations, or requirements of relevant stock exchanges at the place where the shares of the Company are listed.

Article 6.7

When the Company needs to identify shareholders of the Company for the purposes of convening a shareholders' meeting, for dividend distribution, for liquidation or for any other purpose, the board of directors or the convener of the shareholders' meeting shall determine the date of record, and shareholders whose names appear in the share register after the market is closed at the date of record shall be shareholders entitling to the relevant rights and interests.

CHAPTER 7: SHAREHOLDERS' RIGHTS AND OBLIGATIONS

Article 7.1

The shareholders shall enjoy the following rights:
(1) the right to receive dividends and other distributions in proportion to the number of shares held;

(2) the right to request to convene, summon, preside, attend or appoint a proxy to attend shareholders' general meetings in accordance with the law, and exercise the right to speak and the corresponding voting right;

(3) the right of supervision over the Company's operations and the right to present proposals or to raise queries;

(4) the right to transfer, donate or pledge shares being held in accordance with laws, administrative regulations and provisions of this Articles of Association;

(5) the right to review and copy this Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of board meetings, financial and accounting reports;

(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;

(7) where the shareholders vote against the resolution of the shareholders' meeting on merger or division of the Company, the right to request the Company to purchase their shares;

(8) other rights stipulated by laws, administrative regulations, departmental rules, listing rules, securities regulatory rules of the place where the Company's shares are listed, or this Articles of Association.

Article 7.2

If shareholders request to review or copy relevant materials of the Company, the shareholders shall abide by the provisions of the Company Law and other laws and administrative regulations, and shall provide the Company with written documents proving the class and number of shares they hold. Upon verification of the shareholders' status, the Company may provide the shareholders with the relevant materials in accordance with the shareholders' request.

Article 7.3

The shareholders of the Company shall assume the following obligations:

(1) to comply with the provisions of laws, administrative regulations, and this Articles of Association;
(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;
(3) not to withdraw capital contributions to the share capital except as permitted by laws or regulations;
(4) not to abuse the shareholder's right to the detriment of the interests of the Company or other shareholders; not to abuse the independent legal entity status of the Company

and the limited liability of shareholders to the detriment of the interests of the Company's creditors;

(5) other obligations imposed by laws, administrative regulations, listing rules, other securities regulatory rules of the place where the Company's shares are listed, and this Articles of Association.

Any shareholder causing losses to the Company or other shareholders by abusing a shareholder's rights shall assume compensatory liability according to the law. Any shareholder that causes serious damage to the interests of creditors of the Company by abusing the Company's independent corporate status and a shareholder's limited liability to evade debts shall be jointly and severally liable for the debts of the Company.

CHAPTER 8: SHAREHOLDERS' GENERAL MEETINGS

Article 8.1

The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.

Article 8.2

The shareholders' general meeting shall have the following functions and powers:

(1) to elect and replace directors, and to decide on matters relating to the remuneration of directors;
(2) to examine and approve the board of directors' reports;
(3) to examine and approve the Company's profit distribution plans and loss recovery plans;
(4) to decide on the increase or reduction of the Company's registered capital;
(5) to decide on merger, division, dissolution, liquidation or change of form of business of the Company;
(6) to decide on the issue of debentures by the Company;
(7) to decide on the appointment, dismissal and non-reappointment of the accounting firm that undertakes the auditing business of the Company;
(8) to amend this Articles of Association;
(9) to consider motions raised by shareholders who represent 1% or more of the total number of voting shares of the Company;
(10) to decide on the repurchase of share capital of the Company;
(11) to consider the purchases or sale of material assets, or guarantee of the Company within one year in which the amount exceeds 30% of the most recently audited total assets;
(12) to consider and approve matters concerning the changes of uses of the funds raised;
(13) to consider the external investment of the Company in which the amount of each investment exceeds 3% or more of the most recently audited total assets;
(14) to consider share incentive plan and employee stock ownership plan;
(15) to consider and approve connected transactions which shall be approved at the shareholder's general meeting as required by the laws, administrative regulations,

departmental rules, relevant regulatory documents and the securities regulatory authorities in the place where the Company's shares are listed;

(16) to decide on other matters which, according to law, administrative regulation, departmental rules, relevant regulatory documents and the securities regulatory rules of the place where the Company's shares are listed or this Articles of Association, need to be approved by shareholders in general meetings;

The shareholders in a general meeting may authorize the board of directors to carry out matters on their behalf, or may sub-delegate the carrying out of such matters to the board of directors.

Article 8.3

Except for special circumstances such as the Company being at a crisis, the Company shall not, without the approval of shareholders by way of special resolution in a general meeting, enter into any contract with any person (other than a director and senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.

Article 8.4

Shareholders' general meetings includes annual general meetings and extraordinary general meetings.

Annual general meetings are held once every year and within six (6) months after the end of the preceding financial year.

The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of facts constituting any one of the following events:

(1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in this Articles of Association;
(2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital;
(3) where the meeting is requested by a shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company (including preference shares with resumed voting rights);
(4) whenever the board of directors deems necessary;
(5) where the audit committee proposes to convene;
(6) in accordance with the laws, administrative regulations, departmental rules, listing rules, other securities regulatory rules of the place where the Company is listed or other circumstances stipulated in this Articles of Association.

Article 8.5

Upon the premise of ensuring that the shareholders' meeting is legal and effective, the Company may provide convenience for shareholders to participate in the shareholders' meeting, including allowing shareholders to use technology to attend the shareholders' meeting virtually and to vote by electronic means.

Article 8.6

The shareholders' meeting shall be convened by the board of directors. The board of directors shall convene the shareholders' meeting on time within the prescribed time limit.

Article 8.7

The audit committee shall propose in writing to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the provisions of laws, administrative regulations and this Articles of Association, issue a written affirmative or negative opinion on convening an extraordinary general meeting within ten (10) days after receiving the request.

If the board of directors agrees to hold the extraordinary general meeting, it will issue a notice of holding a shareholder's meeting within five (5) days after a resolution is made at a meeting of the board of directors, but any modification to the original proposal in the notice shall be subject to the consent of the audit committee.

If the board of directors does not agree to hold the extraordinary general meeting, or provides no feedback within ten (10) days after the proposal is received, it shall be deemed that the board of directors is unable to perform or fails to perform the duty of convening the shareholders' meeting, and the audit committee may convene and preside over the meeting on its own initiative.

Article 8.8

A shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company (including preference shares with resumed voting rights) that request for the holding of an extraordinary general meeting with the board of directors shall request it in writing. The board of directors shall, in accordance with laws, administrative regulations and this Articles of Association, issue a written affirmative or negative opinion on convening an extraordinary general meeting within ten (10) days after receiving the request.

If the board of directors agrees to hold the extraordinary general meeting, the board of directors shall issue a notice of holding a shareholder's meeting within five (5) days after a resolution is made at a meeting of the board of directors. Any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.

If the board of directors disagrees to hold the extraordinary general meeting or provides no feedback within ten (10) days after the request is received, the shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company (including preference shares with resumed voting rights) shall propose the holding of an extraordinary general meeting to the audit committee in writing.

If the audit committee agrees to hold the meeting, it shall issue a notice of holding a shareholder's meeting within five (5) days after receiving the request. Any modification to the original request in the notice shall be subject to the consent of the relevant shareholder(s).

If the audit committee fails to issue a notice of holding a shareholders' meeting within the prescribed time limit, it shall be deemed that the audit committee fails to convene and preside over the shareholders' meeting, and a shareholder holding or shareholders aggregately holding 10% or more of the shares (including preference shares with resumed voting rights) of the Company for 90 consecutive days or more may convene and preside over the meeting on its or their own initiative.

Article 8.9

When the Company convenes an annual general meeting, notice of the meeting by way of public announcements shall be given twenty (20) days before the date of the meeting, or in the case of an extraordinary general meeting, notice of the meeting by way of public announcements should be given fifteen (15) days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting.

Article 8.10

At a shareholders' meeting of the Company, the board of directors, the audit committee, and a shareholder holding or shareholders aggregately holding 1% or more (including preference shares with resumed voting rights) of the shares of the Company shall have the right to submit proposals.

A shareholder holding or shareholders aggregately holding 1% or more of the shares (including preference shares with resumed voting rights) of the Company may, ten (10) days before the shareholders' meeting is held, submit an interim proposal to the convener in writing. The convener shall issue a supplementary notice of the shareholders' meeting within two (2) days after receiving the proposal, announce the contents of the proposal, and submit the proposal to the shareholders' meeting for consideration, except for the proposal that violates the provisions of laws, administrative regulations or this Articles of Association, or does not fall under the scope of powers of the shareholders' meeting.

Any proposal not specified in the notice of holding a shareholders' meeting or not complying with this Articles of Association shall not be voted and resolved at the shareholders' meeting.

Article 8.11

A shareholders' general meeting shall not decide on any matter not stated in the notice for the shareholders' general meeting.

Article 8.12

A notice of a meeting of the shareholders of the Company includes the following:

(1) the place, time, and duration of the meeting;
(2) the matters and proposals to be discussed at the meeting;
(3) a conspicuous statement that all holders of ordinary shares (including preference shares with resumed voting rights) are entitled to attend the shareholders' meetings and are entitled to appoint in writing proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder of the Company;
(4) the record date for determining shareholders who are entitled to attend the shareholders' meeting;
(5) other information required by the provisions of laws, administrative regulations, departmental rules, relevant normative documents, and the securities regulatory rules of the place where the Company's shares are listed.

Article 8.13

All holders of ordinary shares registered on the record date are entitled to attend the shareholders' meeting and exercise their voting rights in accordance with the provisions of relevant laws, regulations and this Articles of Association.

Shareholders may attend the shareholders' meeting in person or appoint proxies to attend and vote on their behalf.

Article 8.14

The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized executive or attorney.

Article 8.15

Individual shareholders who attend the meeting in person shall present their identity cards or other valid documents or certificates that can indicate their identity. A proxy attending the meeting on behalf of another person shall present his valid identity card and the shareholders' power of attorney.

The shareholder that is a legal person shall be represented at the meeting by its legal representative or a proxy appointed by the legal representative. If a legal representative attends the meeting, he or she should produce the identity card and valid proof that he or she is the legal representative. If a proxy attends the meeting, he or she should produce the identity card and a written power of attorney executed by the legal representative in accordance with the law.

Article 8.16

A power of attorney issued by a shareholder to appoint another person as his or her proxy to attend the shareholders' meetings shall include the following information:

(1) the name or title of the appointor and the class and quantity of shares held in the Company;
(2) the name or title of the proxy;
(3) the specific instructions from the shareholder, including the instructions to vote in favor, against or abstain on each item included in the agenda of the general meeting;
(4) the signing date and validity period of the power of attorney;
(5) the signature (or seal) of the appointor; if the appointor is a corporate shareholder, the corporate seal shall be affixed.

Proxies shall produce the power of attorney and identity cards to the Company prior to the shareholders' meeting, and they may only exercise their voting rights upon verification by the Company.

Article 8.17

If the power of attorney is signed by a person under a power of attorney on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting.

Other than that, if the shareholder is the recognized clearing house or its attorney, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) (without having to provide the proof of shareholding, notarized authorization and/or further evidence of formal authorization) as if he is the individual shareholder of the Company.

Article 8.18

Any form issued to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions, such instructions being given in respect of each individual matter to be voted on at the meeting. Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks.

Article 8.19

A vote given in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of such matters before the commencement of the relevant meeting.

Article 8.20

Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting.

A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

Article 8.21

A shareholder (including a proxy), when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Each share shall have one (1) vote. The shares of the Company held by the Company do not have any voting rights and shall not be counted in the total number of voting shares at a general meeting.

Article 8.22

The voting at the shareholders' meeting shall be taken by way of registered poll.

Article 8.23

On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes need not cast all his votes for, against or abstain from voting in the same way.

Where any shareholder is, under the listing rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 8.24

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

(1) work reports of the board of directors;
(2) profit distribution plans and loss recovery plans formulated by the board of directors;
(3) election or removal of members of the board of directors, their remuneration and manner of payment;
(4) matters other than those which are required by the laws, administrative regulations, listing rules, securities regulatory rules of the place where the shares are listed, or by this Articles of Association to be adopted by special resolution.

Article 8.25

The following matters shall be resolved by a special resolution at a shareholders' general meeting:

(1) the increase or reduction in the registered capital of the Company;
(2) the division, merger, dissolution, liquidation and change of form of business of the Company;
(3) amendment of this Articles of Association;
(4) any other matter prescribed by the provisions of laws, administrative regulations, listing rules, securities regulatory rules of the place where the shares are listed, or this Articles of Associations; and other matters considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, which is of a nature which may have a material impact on the Company and should be adopted by special resolution.

Article 8.26

General meetings shall be presided over by the Chairman of the board of directors. Where the Chairman of the board of directors is unable to or fails to perform his/her duties, the meeting shall be presided over by the director nominated jointly by more than half of directors.

A general meeting convened by the audit committee shall be presided over by the convenor of the audit committee. Where the convenor of the audit committee is unable to or fails to perform his/her duties, a member of the audit committee shall be jointly nominated by more than half of the members to preside over the meeting.

A general meeting convened by shareholder(s) itself/themselves shall be presided over by the conveners or a representative nominated by them.

When a general meeting is held and the chairman of the meeting violates the rules of procedure for the general meeting which makes it impossible for the general meeting to continue, subject to the approval of more than half of the attending shareholders with voting rights, a person may be nominated at the general meeting to act as the chairman of the meeting so as to carry on with the meeting.

Article 8.27

Resolutions adopted by a shareholders' general meeting shall be included in the minutes of the meeting. The record and minutes shall be signed by the chairperson and directors attending the meeting.

Such record and minutes, shareholders' attendance lists and proxy forms shall be kept' together.

Article 8.28

Copies of the minutes of proceedings of any shareholders' meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the Company shall send a copy of such minutes to him within seven (7) days after receipt of reasonable fees.

CHAPTER 9: SPECIAL PROCEDURES FOR VOTING BY A CLASS OF SHAREHOLDERS

Article 9.1

Those shareholders who hold shares that are a different class of shares are class shareholders of such class of shares.

Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and this Articles of Association.

Article 9.2

Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by class shareholders so affected at a separate meeting convened in accordance with Articles 9.4 to 9.8.

Article 9.3

The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:

(1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting or equity rights or privileges equal or superior to those of shares of that class;
(2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;

(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;
(4) to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;
(5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;
(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;
(7) to create a new class of shares having voting or equity rights or privileges equal or superior to those of the shares of that class;
(8) to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;
(9) to allot and issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;
(10) to increase the rights or privileges of shares of another class;
(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;
(12) to vary or abrogate the provisions of this Chapter.

Article 9.4

Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 9.3, but interested shareholder(s) shall not be entitled to vote at such class meetings.

"(An) interested shareholder(s)", as such term is used in the preceding paragraph, means:

(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 4.4, a "controlling shareholder" of the Company;

(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 4.4, a holder of the shares to which the proposed agreement relates;

(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.

The quorum for a separate class meeting to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.

Article 9.5

Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article 9.4, are entitled to vote thereat.

Article 9.6

In the event that the Company convenes a class meeting, the notice period for despatching written notice of such class meeting shall be the same as the notice period convening a non-class meeting as scheduled together with such class meeting. The written notice containing the matters to be considered at the meeting, the date and the place of the meeting shall be given to that class of shareholders whose names appear on the shareholders' register. That the quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.

Article 9.7

Notice of class meetings need only be served on shareholders entitled to vote thereat.

Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of this Articles of Association relating to the manner for the conduct of shareholders' general meetings are also applicable to class meetings.

Article 9.8

Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. In respect of dividends and distributions of other interests, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall have the same rights.

The special procedures for approval by a class of shareholders shall not apply in the following circumstances:

(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares;
(2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council.

CHAPTER 10: BOARD OF DIRECTORS

Article 10.1

The Company shall have a board of directors, which is accountable and reports to the shareholders' general meeting. The board of directors shall consist of nine to eleven directors and should appoint one Chairman. At least one-third of the board of directors shall be independent (non-executive) directors, the number of which shall be at least three (3), and the board composition should comply with the requirements in relation to the diversity of board members. The Company can have an employee director in accordance with its needs.

Article 10.2

Non-employee directors shall be elected at the shareholders' general meeting, while the employee director shall be elected by an employee representative meeting, an employee meeting or other democratic forms, each for a term of three (3) years, effective from the date of election. At the expiry of a director's term, the term is renewable upon re-election.

The minimal length of the period during which written notice to the Company of the intention to propose a person for election as a director, and during which written notice to the Company by such person of his willingness to be elected may be given, will be at least 7 days.

Such period will commence after the despatch of the notice of the meeting scheduled for such election and end no later than 7 days prior to the date of such meeting.

The Chairman shall be elected and removed by more than one-half of all of the members of the board of directors. The term of office of each of the Chairman is three (3) years, which term is renewable upon re-election.

Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any non-employee director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).

The external directors (referred to those directors who do not hold positions in the company) shall have sufficient time and necessary knowledge and ability to perform its duties. When an external director performs his duties, the Company must provide necessary information and independent (non-executive) directors may directly report to the shareholders' meeting, the securities regulatory authority under the State Council and other relevant departments thereon.

The director is not required to hold shares in the Company.

Article 10.3

The board of directors is responsible for formulating strategies, making decisions and preventing risks, and it is accountable to the shareholders in general meeting and exercises the following functions and powers:

(1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings;
(2) to implement the resolutions passed by the shareholders in general meetings;
(3) to make decisions on the medium and long-term development of the enterprise and formulate the Company's strategies and development plans, and to determine the Company's business plans and investment proposals;
(4) to decide on the major financial matters, and to decide on the Company's preliminary and final annual financial budgets;
(5) to formulate the Company's profit distribution proposal (including the payment of final dividend proposal) and loss recovery proposal;
(6) to formulate the Company's debt and financial policies, proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures;
(7) to draw up the Company's material acquisition, disposal proposals, share repurchase and plans for the merger, division, dissolution or change of form of business of the Company;
(8) to determine the Company's internal management structure and staffing, and the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;
(9) to formulate the selection and appointment plans of the management; to decide on the appointment or removal of the general manager of the Company, to appoint or remove the Company's deputy general managers, financial in-charge and the general counsel based on the recommendations of the general manager; to appoint or remove the secretary of the board of directors; and to formulate the appraisal and compensation administrative measures of the management, and to determine their remuneration, rewards and penalties and to conduct performance appraisal, etc;
(10) to formulate the basic management system of the Company;
(11) to receive work report submitted by the general manager;
(12) to determine the purchases or sale of material assets, or guarantee of the Company in which the amount does not exceed 30% of the total assets of the Company;
(13) to determine the overseas equity investment projects of the Company, in which the amount of each investment is 0.1% or more but no more than 3% of the total assets of the Company; to determine the external investment of the Company other than the overseas equity investment or projects that may have a significant impact on the Company, in which the amount of each investment is 0.6% or more but below 3% of the total assets of the Company;
(14) to approve the connected transaction that shall be approved by the board of directors in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange at the place where the shares of the Company are listed and this Articles of Association;

(15) to consider and approve the proposals for any amendment of this Articles of Association;
(16) to propose the appointment or removal of the Company's auditors to the general meetings of the shareholders;
(17) except matters that the Company Law and this Articles of Association require to be resolved by the shareholders in general meeting, to decide on other important and administrative matters of the Company and to execute other important agreements;
(18) to consider and approve the material operation and management matters of the Company;
(19) to consider and approve the material matters relating to remuneration management, including the determination mechanism for total amount of salary, etc;
(20) to provide financial assistance for the acquisition of shares in the Company or its parent company for the interests of the Company;
(21) to perform the duties of corporate governance prescribed under the Corporate Governance Code of the Listing Rules;
(22) to determine other matters that shall be decided by the board of directors as required by the laws, administrative regulations, and the listing rules of the stock exchange at the place where the shares of the Company are listed, and to exercise other powers conferred by the shareholders in general meetings and this Articles of Association.

The board of directors shall conduct risk analysis and adopt necessary measures for risk prevention when making material operational decisions. Other than the board of directors' resolutions in respect of the matters specified in sub-paragraph (20) of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.

Article 10.4

The board of directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been completed in the period of four (4) months immediately preceding the proposed disposition, exceeds 33% of the value of the Company's fixed assets as shown in the latest balance sheet which was tabled at a shareholders' general meeting.

For the purposes of this Article, "disposition" includes an act involving the transfer of an interest in assets but does not include the usage of fixed assets for the provision of security.

The validity of a fixed assets disposition by the Company shall not be affected by any breach of the first paragraph of this Article.

Article 10.5

The Chairman of the board of directors shall exercise the following powers:

(1) to chair shareholders' general meetings and to convene and chair meetings of the board of directors;
(2) to supervise and check on the implementation of resolutions passed by the board of directors at directors' meetings;
(3) to exercise other powers conferred by the board of directors.

When the Chairman is unable to perform his duties, more than half of the directors may jointly nominate a director to perform the duties.

Article 10.6

Meetings of the board of directors shall be held at least four times every year and shall be convened by the Chairman of the board of directors. All of the directors should be notified about the regular meeting of the board fourteen (14) days beforehand.

An extraordinary meeting of the board of directors may be held if it is so requested by shareholders aggregately holding more than one-tenth of voting shares, proposed by at least one-third of directors, the audit committee or the general manager of the Company, not subject to the provisions of Article 10.7 on notice of the meetings, but directors should still be given reasonable notice of the extraordinary meeting. The Chairman of the board of directors shall convene and preside over the meeting within ten (10) days upon receipt of the proposal.

Article 10.7

Notice of meetings of the board of directors shall be delivered as follows:

(1) For regular meetings of the board of directors of which the time and venue have been stipulated by the board of directors beforehand, no notice of the convening of such meetings will be needed.

(2) For meetings of the board of directors of which the time and venue have not been decided by the board of directors beforehand, the Chairman of the board of directors shall notify the directors of the time and venue of such meeting 14 days in advance by telex, by telegram, by facsimile, by express delivery service or by registered mail or in person, unless otherwise provided for in Article 10.6.

(3) Notice of meetings may be served in Chinese, with an English translation attached thereto when necessary, and in each case accompanied by a meeting agenda. A director may waive his right to receive notice of a board meeting.

Article 10.8

All the executive directors and external directors must be notified about the important matters that must be decided by the board of directors within the time limit stipulated in this Article and sufficient materials must be provided at the same time in strict compliance with the required procedures. Directors may request for supplementary information. If more than one-fourth of the directors or more than two external directors consider that the materials provided are not sufficient or supporting arguments are not clear, they may jointly propose to postpone the meeting or postpone the discussion of certain matters on the agenda of the meeting and the board of directors shall accept such proposal.

Notice of a meeting shall be deemed to have been given to any director who attends the meeting without protesting against, before or at its commencement.

Article 10.9

A board of directors' meeting shall only be convened if more than half of the directors are present (including any directors appointed pursuant to Article 10.10 to attend the meeting as the representatives of other directors).

Each director shall have one vote. The resolutions of the board of directors shall be passed by more than half of all the board of directors.

Article 10.10

Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the proxy director's name, matters and scope of authorization, and validity period, and shall be signed or affixed a seal by the appointor.

A Director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed the representative to attend the meeting on his behalf, he is deemed to have waived his right to vote at the meeting.

Article 10.11

The board of directors shall keep minutes of resolutions passed at meetings of the board of directors. The minutes shall be signed by the directors present at the meeting and the person who recorded the minutes. Opinions of the independent (non-executive) directors shall be clearly stated in the minutes of the board meetings. The minutes of board meetings shall be kept at the premises of the Company in the PRC and the directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or this Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability.

Article 10.12

The board of directors may accept a written resolution in lieu of a board meeting provided that a draft of such written resolution shall be delivered to each director either in person, by mail, by facsimile or by electronic mail. If such proposed written resolution has been delivered to all the directors and the number of directors, who signed on one or several copies of the draft of such written resolution with the same format and content, have reached the required quorum, and the same have been delivered to the secretary of the board of directors, such resolution shall become a board resolution and there is no need to hold a board meeting.

Article 10.13

A director shall abstain from voting on any board resolution approving any proposal in which he or any of his associates (as defined under the Listing Rules) has a material interest, nor shall he be counted in the quorum present at the meeting.

Article 10.14

The board of directors shall seek advice from the Party Committee of the Company before determining any significant issues of the Company.

CHAPTER 11: SECRETARY OF THE BOARD OF DIRECTORS

Article 11.1

The Company shall have secretary of the board of directors. The secretary of the board of directors is a senior officer of the Company.

Where necessary, the board of directors may establish a secretariat of the board of directors.

Article 11.2

The secretary of the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her main tasks include:

(1) ensure the completeness of the organization documents and records of the Company;
(2) ensure the preparation and provision of the reports and documents required by the authorities in compliance with laws;
(3) ensure the register of shareholders has been properly maintained and those who have rights to obtain the relevant records and documents can get them in time.

Article 11.3

A director or other senior officer of the Company may also act as the secretary of the board of directors. The certified public accounting firm which has been appointed by the Company to act as its auditors shall not act as the secretary of the board of directors.

Where the office of secretary of the board of directors is held concurrently by a director, and an act is required to be done by a director and a secretary of the board of directors separately, the person who holds the office of director and secretary of the board of directors may not perform the act in a dual capacity.

CHAPTER 12: BOARD COMMITTEE

Article 12.1

The board of directors of the Company sets up an audit committee to exercise the powers and functions of the supervisory committee as prescribed in the Company Law and relevant regulatory rules of the place where the shares are listed, and there shall be no supervisors or supervisory committee.

Article 12.2

The board of directors sets up remuneration committee, nomination committee, and other board committees according to its needs. The board of directors shall seek the advice from the relevant committee(s) before approving such relevant resolutions.

Article 12.3

The board committee shall consist of the directors of the Company and elected by the board of directors.

Article 12.4

Each board committee shall have a convenor, who is responsible for the holding of the board committee meeting. The composition, duties and operation mechanism of each board committee shall be determined by the board of directors and shall comply with the relevant laws and regulations of the PRC and the place where the shares of the Company are listed and the requirement of the Hong Kong Stock Exchange.

CHAPTER 13: GENERAL MANAGER AND OTHER SENIOR OFFICERS

Article 13.1

The Company shall have one general manager (i.e, president), who shall be appointed or dismissed by the board of directors.

Article 13.2

The Company shall have several deputy general managers (i.e, vice presidents) and one financial in-charge (i.e, chief financial officer). They shall assist the general manager and are senior officers of the Company.

The deputy general managers and the financial in-charge shall be nominated by the general manager and appointed or dismissed by the board of the directors.

Article 13.3

The general manager and other senior officers shall be responsible for business operation, decision implementation and management improvement. The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:

(1) to be in charge of the Company's production, operation and management, to organize the implementation of the resolutions of the board of directors, and to report to the board of directors;
(2) to research, formulate and adjust the medium and long-term development strategies and plans of the Company in accordance with changes in markets and seek the approval from the board of directors pursuant to the provisions of the Articles of Association;
(3) to organize the implementation of the Company's annual business plan and investment proposal;
(4) to draft plans for the establishment of the Company's internal management structure;
(5) to draft plans for the establishment or revocation, reorganization or conversion of its subsidiaries (branch companies), as well as the public transfer of assets and public capital injection, etc;
(6) to draft the Company's basic management system;
(7) to formulate specific rules and regulations for the Company;
(8) to propose the appointment or dismissal of the deputy general managers and financial in-charge and the general counsel of the Company;
(9) to appoint or dismiss the relevant management personnel other than those required to be appointed or dismissed by the board of directors;
(10) other powers conferred by this Articles of Association and the board of directors.

In exercising the above-mentioned powers, the general manager shall seek advice from the Party Committee of the Company in advance for those matters within the scope of major issues involving decision-making of the Party Committee of the Company.

Article 13.4

The general manager shall be entitled to attend meetings of the board of directors and receive notices and relevant documents. The general manager who is not a director does not have any voting rights at board meetings.

Article 13.5

In performing their duties and powers, the general manager shall act honestly and diligently and in accordance with laws, administrative regulations and this Articles of Association.

CHAPTER 14: THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS, GENERAL MANAGER AND OTHER SENIOR OFFICERS OF THE COMPANY

Article 14.1

A person may not serve as a director, general manager or any other senior officer of the Company if any of the following circumstances apply:

(1) a person who does not have or who has limited capacity for civil conduct;

(2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other conducts which disrupt the socialist market economy, a person who has been deprived of his political rights and not more than five (5) years have lapsed since the sentence was served, or a person who has been ordered suspended sentence and not more than two (2) years have lapsed since the probation period was expired;

(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;

(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law or was ordered to close down, and who are personally liable therefor, where less than three (3) years have elapsed since the date of the revocation of the business license or the date of being ordered to close down;

(5) a person who has a relatively large amount of debts which have become overdue and has been listed as a judgment defaulter subject to enforcement by the People's Court;

(6) a person who is currently under investigation by judicial organs for violation of criminal law;

(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;

(8) a person other than a natural person;

(9) a person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of such conviction.

If a director or senior officer is elected, engaged or appointed in violation of the provisions of this Article, such election, engagement, or appointment shall be void. If the director or senior officer violates the provisions of this Article during his or her term of office, the Company shall terminate his or her position.

Article 14.2

The validity of an act carried out by a director, the general manager and other senior officers of the Company on behalf of the Company as against a bona fide third party, shall not be affected by any irregularity in his office, election or any defect in his qualification.

Article 14.3

Directors shall comply with the provisions of laws, administrative regulations and this Articles of Association, owe the duty of loyalty to the Company, and take measures to avoid conflicts between their own interests and the interests of the Company. Directors shall not utilize their powers to gain illegitimate benefits.

Directors owe the following duties of loyalty to the Company:
(1) not to misappropriate the Company's property or funds;
(2) not to deposit the Company's funds into an account in his own name or any other individual's name;
(3) not to use his position to bribe or receive other illegal income;
(4) not to directly or indirectly enter into contracts or trade with the Company without reporting to the board of directors or the shareholders' meeting and having a resolution passed by the board meeting or the shareholders' meeting in accordance with the provisions of this Articles of Association;
(5) not to take advantage of his position to seek for his own or for others the business opportunities that should belong to the Company, except when such business opportunities have been reported to the board or the shareholders' meeting and have been approved by a resolution of the shareholders' meeting, or when the Company is unable to take advantage of such business opportunities in accordance with the provisions of laws, administrative regulations or this Articles of Association;
(6) not to operate similar business of the Company for his own or for others without reporting to the board of directors or the shareholders' meeting and obtaining a resolution from the shareholders' meeting;
(7) not to take commissions on the transactions between others and the Company for themselves;
(8) not to disclose the company's confidential information without authorization;
(9) not to take advantage of his affiliated relationships to harm the interests of the Company; and
(10) other duties of loyalty stipulated by the provisions of laws, administrative regulations, departmental rules, listing rules, other securities regulatory rules of the place where the Company's shares are listed, and this Articles of Association;

Any income obtained by a director in violation of this Article shall belong to the Company. Where such violation causes losses to the Company, the director shall be liable for compensation.

Sub-paragraph 4 of paragraph 2 of this Article shall apply to the contracts or transactions entered into between the Company and close relatives of directors and senior officers, corporates directly or indirectly controlled by directors, senior officers or their close relatives, and associates having other relevant connections with directors and senior officers.

Article 14.4

Directors, general managers and other senior officers shall comply with the provisions of laws, administrative regulations and this Articles of Association, and shall owe the duty of diligence to the Company, performing their duties with the reasonable care that managers usually take for the best interests of the Company.

The directors owe the following duties of diligence to the Company:
(1) to exercise the rights granted by the Company conscientiously and diligently to ensure that the Company's business practices comply with the provisions of laws and administrative regulations as well as the requirements of national economic policies, and that the business activities do not exceed the scope of business specified in the business license;
(2) to treat all shareholders fairly;
(3) to promptly understand the Company's business operation and management status;
(4) to sign a written confirmation on the Company's periodic reports to ensure that the information disclosed by the Company is true, accurate and complete;
(5) to truthfully provide the audit committee with relevant information and materials, and shall not hinder the audit committee from exercising its powers;
(6) to fulfill other duties of diligence stipulated by the provisions of laws, administrative regulations, departmental rules, listing rules, other securities regulatory rules of the place where the Company's shares are listed and this Articles of Association.

Article 14.5

If a director or his/her associate has a material interest in any contract, transaction, arrangement or other matters that requires the approval of the board of directors, the relevant director shall not vote for the relevant matter at the meeting of the board of directors, and shall not be listed in the quorum of the meeting (the limitation under this paragraph is not applied to the circumstances permitted by the listing rules or the Hong Kong Stock Exchange).

Article 14.6

The Company shall not pay taxes for or on behalf of a director, general manager or other senior officer in any manner.

Article 14.7

Any person who receives loan, which has been made by the Company in breach of the preceding Article, shall, irrespective of the terms of the loan, forthwith repay such loan.

Article 14.8

For the purposes of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the obligor’s performance of his obligations.

CHAPTER 15: PARTY COMMITTEE

Article 15.1

The Company shall establish the Party Committee consisting of one secretary and several other Party Committee members. Eligible members of the Party Committee may join the board of directors and the management through legal procedures, and eligible Party members in the board of directors and the management may join the Party Committee in accordance with relevant regulations and procedures. The Company shall establish the discipline committee in accordance with relevant regulations.

Article 15.2

The Party Committee of the Company shall play a core leadership role, setting direction, managing the overall situation and ensuring the implementation, and discuss and decide the major issues of the Company in accordance with regulations. The main duties include:

(1) enhancing the political building of the Party in the Company, adhering to and implementing the fundamental system, basic system and important system of socialism with Chinese characteristics, as well as educating and guiding all Party members to closely align with the Party Central Committee with Comrade Xi Jinping at its core in terms of the political stance, direction, principles and path;

(2) thoroughly studying and implementing Xi Jinping Thought on Socialism with Chinese characteristics for a new era, learning and propagating the Party’s theory, thoroughly implementing the Party’s line, principles and policies, as well as supervising and guaranteeing the implementation of major strategy deployments of the Party Central Committee and the resolutions of the Party organisation at higher levels in the Company;

(3) investigating and discussing the significant operation and management matters of the Company and supporting the shareholders’ general meeting, the board of directors, and the management to exercise their rights and perform their duties in accordance with the laws;

(4) strengthening the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;

(5) undertaking the main responsibility of improving Party conduct and upholding integrity, leading and supporting its internal discipline inspection committee to fulfil its supervisory and disciplining responsibilities as well as exercising strict administrative

discipline and political rules, to promote Party self-governance in every aspect and with rigor into the primary level;

(6) strengthening the building of primary-level Party organisations and of its contingent of Party members, and uniting and leading employees company-wide to devote themselves into the reform and development of the Company;

(7) leading the Company's ideological and political work, the spirit and civilization construction, the united front work and leading the Labour Union, Communist Youth League, Women's Organisation and other mass organizations of the Company;

(8) discussing and deciding other major issues that fall within the duties of the Party Committee of the Company.

CHAPTER 16: FINANCIAL AND ACCOUNTING SYSTEMS AND PROFIT DISTRIBUTION

Article 16.1

The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.

Article 16.2

At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified in a manner prescribed by law.

Article 16.3

The fiscal year of the Company shall be on the basis of the solar calendar beginning on 1 January and ending on 31 December of the same year. The Company shall use Renminbi as its standard unit of account. The accounts shall be prepared in Chinese.

Article 16.4

The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.

Article 16.5

The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every shareholders' annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

Article 16.6

The annual reports and interim reports of the Company shall be prepared in accordance with the provisions of relevant laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the financial statements. In distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.

Article 16.7

Any interim results or financial information published or disclosed by the Company should be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the place overseas where the Company's shares are listed.

Article 16.8

The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within three (3) months after the expiration of the first six (6) months of each fiscal year; the annual financial report shall be published within four (4) months after the expiration of each fiscal year.

Article 16.9

The Company shall not keep accounts other than those required by law.

Article 16.10

After the completion of its interim financial reports and annual financial reports, the Company shall follow the procedures and make announcements in accordance with the relevant securities laws and regulations of the PRC and the requirements of the stock exchange where the shares of the Company are listed.

Article 16.11

When distributing the after-tax profits in the current year, the Company should draw 10% of such profits as the statutory common reserve fund. No common reserve fund should be drawn if the Company's aggregated statutory common reserve fund reaches 50% of the Company's registered capital.

If the Company's statutory common reserve fund is insufficient to compensate for the accumulated losses of the previous years, the Company shall first use the current year's profits to compensate for the accumulated losses before drawing the statutory common reserve fund from profits in accordance with the preceding paragraph.

After the Company has drawn the statutory common reserve fund from the after-tax profit, it may draw discretionary common reserve fund from the after-tax profit upon the resolution of the shareholders' meeting.

The remaining after-tax profits after the Company has compensated for the accumulated loss and drawn the statutory common reserve fund shall be distributed in proportion to the shares held by the shareholders.

If the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits improperly distributed to the Company; if the distribution causes loss to the Company, the shareholders, responsible directors and senior officers shall be liable for compensation.

The Company's shares held by the Company shall not be included for profit distribution.

Article 16.12

Capital surplus fund includes the following items:
(1) premium on shares issued at a premium price;
(2) any other income designated for the capital surplus fund by the regulations of the finance regulatory department of the State Council.

Article 16.13

The use of the common reserve funds of the Company shall be limited to the following ways:
(1) making up for accumulated losses;
(2) expanding the Company's production and operation;
(3) expanding the Company's capitalization.

The Company can, resolved by the general meeting, capitalize capital surplus fund and common reserve fund under the relevant regulations and issue new shares to the existing shares in proportion to their respective shareholdings or increase the par value of each share.

When common reserve funds are used for making up for accumulated losses, discretionary common reserve funds and statutory common reserve funds shall be used first; if such funds are insufficient to make up for accumulated losses, the Company may use capital reserves in compliance with relevant regulations.

When capitalizing the statutory common reserve fund into increased registered capital, the balance of such fund will not be less than 25% of the registered capital of the Company.

Article 16.14

Subject to the authorization in shareholders' general meeting, the board of directors may determine the proposal to distribute interim or special dividends in accordance with the provisions of this Articles of Association.

The distribution of dividends (or shares) must be completed within two (2) months after the shareholders' meeting has resolved on the profit distribution proposal, or after the board of directors has formulated a specific proposal in accordance with the conditions and upper limit of the next year's interim dividend distribution as approved by the annual shareholders' meeting.

Article 16.15

The Company may distribute dividends in the form of:
(1) cash;
(2) shares.

Article 16.16

The Company shall declare and pay cash dividends and other amounts which are payable to holders of Domestic-Invested Shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of Overseas-Listed Foreign-Invested Shares in Renminbi, in accordance with the relevant foreign exchange administrative regulations of the State.

Article 16.17

Unless otherwise provided for in relevant laws and administrative regulations, where cash dividends and other amounts are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average of the mid-point rate for the relevant foreign currency announced by the People's Bank of China during the week prior to the announcement of payment of dividend and other amounts.

Article 16.18

When distributing dividends to its shareholders, the Company shall withhold and pay on behalf of its shareholders the taxes levied on the dividends in accordance with the provisions of the PRC tax law.

Article 16.19

The Company shall appoint receiving agents for holders of the Overseas-Listed Foreign-Invested Shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas-Listed Foreign-Invested Shares on such shareholders' behalf.

The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place at which the stock exchange on which the Company's shares are listed or the relevant regulations of such stock exchange.

The receiving agents appointed for holders of Overseas-Listed Foreign-Invested Shares listed on Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

Article 16.20

In respect of dividends distributed to shareholders, the Company has the power to forfeit unclaimed dividends, but such power shall not be exercised until six years or more after the date of declaration of the dividend.

Article 16.21

The Company can send dividend warrants by post, either directly or through receiving agents. Where such warrants have been left uncashed, the Company has power to cease sending dividend warrants by post, either directly or through receiving agents. However, such power should not be exercised until such warrants have been so left uncashed on two consecutive occasions. Nevertheless, such power may be exercised after the first occasion on which such a warrant is returned undelivered.

Article 16.22

When permitted by laws, the Company has the power to sell the shares of a member who is untraceable under the following circumstances:

(a) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and

(b) on expiry of the 12 years, the issuer gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Hong Kong Stock Exchange of such intention.

CHAPTER 17: APPOINTMENT OF ACCOUNTING FIRM

Article 17.1

The Company appoints an accounting firm that complies with the provisions of the Securities Law to audit the financial statements, verify net assets, and provide other related consulting services for a period of one (1) year, the term of which may be renewed.

Article 17.2

The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which they were appointed until the conclusion of the next annual general meeting of shareholders.

Article 17.3

The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting or by the board of directors authorized by the shareholders' meeting.

Article 17.4

The appointment or removal of an accounting firm shall be determined by an ordinary resolution from the shareholders' general meeting.

Article 17.5

Prior notice should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. When the shareholders' meeting of the Company votes on the removal of such accounting firm, such accounting firm is allowed to present its opinion. Where the accounting firm resigns from its position, it shall make it clear to the shareholders at a general meeting on whether there has been any impropriety on the part of the Company.

Article 17.6

An accounting firm may resign its office by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:

(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or

(2) a statement of any such circumstances.

The Company shall, within fourteen (14) days after the receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also send a copy of such statement by prepaid mail or by public announcements to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.

Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.

CHAPTER 18: INSURANCE

Article 18.1

When the Company purchases insurance, it shall purchase from those insurance companies that are registered in the PRC and permitted by the PRC laws to provide insurance for the PRC companies.

Article 18.2

The type, insured amount, covered periods and other terms of insurance shall be discussed and determined by the board of directors with reference to the practice of the peer companies in other countries, the practice in the PRC and requirements of the PRC laws.

CHAPTER 19: LABOUR MANAGEMENT

Article 19.1

The Company shall formulate its systems such as labour management, human resources administration, salaries and welfare and social insurances in accordance with the PRC laws, regulations and the relevant administrative guidance.

Article 19.2

The Company shall adopt employment-basis system for various levels of management staff and contract-basis system for normal staff. The Company can determine its staff allocation and employ or dismiss management staff and normal staff according to the requirements of law regulations and contract terms.

Article 19.3

The Company can, according to its economic benefits and within the scope of requirement of the relevant administrative guidance, determine the staff income and welfare benefits of its various levels of management staff and normal staff.

Article 19.4

In accordance with the relevant administrative guidance of the PRC national government and local governments, the Company can arrange the medical insurance, retirement insurance and unemployment insurance for its management staff and normal staff. The Company can follow the law regulations and the relevant guidance in respect of labour insurance of retired and unemployed staff.

CHAPTER 20: LABOUR UNION

Article 20.1

The employees of the Company have the right to form labour union and organize its activities under the labour union law of the PRC. The activities of the labour union should be held outside the normal working hours, subject to exceptions as approved by the board of directors.

The Company shall contribute two percent of the total salaries of its staff each month to the funding of labour union. The fund is utilized by the labour union in accordance with the relevant administrative guidance on labour union expenditure issued by the All China Federation of Trade Unions.

CHAPTER 21: MERGER AND DIVISION OF THE COMPANY

Article 21.1

The merger of the Company may be in the form of either merger by absorption or merger by the establishment of a new company.

In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's merger resolution and shall publish a public notice in a newspaper or on National Enterprise Credit Information Publicity System within thirty (30) days of the date of the Company's merger resolution.

Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.

Within thirty (30) days from the date of receipt of the notice, or forty-five (45) days from the date of the public announcement if they have not received the notice, creditors may request the Company to settle its debts or provide corresponding guarantees.

Article 21.2

Where there is a division of the Company, its assets shall be divided up accordingly.

In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's division resolution and shall publish a public notice in a newspaper or on National Enterprise Credit Information Publicity System within thirty (30) days of the date of the Company's division resolution.

Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.

Article 21.3

The Company shall, in accordance with law, apply for change registration with the companies registration authority where a change in any item in its registration arises as a result of merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.

CHAPTER 22: DISSOLUTION AND LIQUIDATION

Article 22.1

The Company shall be dissolved and carry out liquidation upon the occurrence of any of the following events:

(1) any cause of dissolution as prescribed in this Articles of Association occurs;
(2) a resolution for dissolution is passed by shareholders at a general meeting;
(3) dissolution is necessary due to a merger or division of the Company;
(4) the business license has been revoked in accordance with the law, the Company is revoked or ordered to close down because of its violation of laws and administrative regulations;
(5) when the Company is experiencing material difficulties in operations, and its continual operation will lead to substantial loss to the benefits of the shareholders and no other solutions to resolve the matters, the shareholders, who aggregately hold more than 10% of total voting shares of the Company, can appeal to the court for dissolution of the Company.

If the Company encounters the reasons for dissolution as stipulated in the preceding paragraph, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.

Article 22.2

Where the Company is dissolved pursuant to sub-paragraph (1), (2), (4) or (5) of the preceding Article, the Company shall be liquidated. Directors shall be the persons responsible for liquidation and shall form a liquidation committee within fifteen (15) days to carry out liquidation.

Article 22.3

The liquidation committee shall, within ten (10) days of its establishment, notify creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System.

Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or within forty-five (45) days from the date of the announcement if they have not received the notice.

When declaring their claims, creditors shall state the relevant matters of their claims and provide supporting materials. The liquidation committee shall register the claims.

During the period of declaration of claims, the liquidation committee shall not compensate the creditors.

Article 22.4

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

(1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets, respectively;
(2) to notify the creditors or to publish public announcements;
(3) to dispose of and liquidate any unfinished businesses of the Company;
(4) to pay all outstanding taxes and taxes arising during the liquidation period;
(5) to settle claims and debts;
(6) to distribute the surplus assets remaining after the Company's debts have been repaid;
(7) to represent the Company in any civil proceedings.

Article 22.5

After it has sorted out the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or the People's Courts for confirmation.

The remaining assets of the Company after being distributed for liquidation expenses, salaries and labour insurance expenses of employees of the Company, outstanding taxes, and bank loans and other debts of the Company shall be distributed to its shareholders according to the proportion of shares held.

During the liquidation period, the Company is still in existence but shall not conduct any business activities not related to the liquidation.

Article 22.6

If after putting the Company's assets in order and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall apply to the People's Court for insolvency liquidation in accordance with the provisions of laws.

After the People's Court accepts the application for insolvency liquidation, the liquidation committee shall transfer all matters arising from the liquidation to the insolvency administrator designated by the People's Court.

Article 22.7

Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the People's Court for confirmation. And the liquidation committee shall submit the documents to the company's registration authority and apply for cancellation of registration of the Company.

CHAPTER 23: PROCEDURES FOR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION

Article 23.1

The Company may amend its Articles of Association under any of the following circumstances:

(1) after the Company Law or relevant laws, administrative regulations, listing rules or other securities regulatory rules of the place where the Company's shares are listed have been amended, the matters provided for in this Articles of Association contravene the provisions of the amended provisions of laws, administrative regulations, listing rules or other securities regulatory rules of the place where the Company's shares are listed;
(2) changes in the Company's circumstances are inconsistent with the matters included in the Articles of Association;
(3) the shareholders' meeting decides to amend the Articles of Association.

Article 23.2

For amendments to this Articles of Association approved by resolution of the shareholders' meeting where amendments involve the registered particulars of the Company, procedures for alteration of registration shall be handled in accordance with the law.

CHAPTER 24: NOTICES

Article 24.1

Subject to proper compliance with all applicable laws, regulations and rules, which include but not limited to rules of designated stock exchange, and obtaining all necessary consents as required (if any), corporate communications, including but not limited to directors' report, circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communications as specified in the Listing Rules, may be delivered by the following means:

(i) by designated person;
(ii) by mail;
(iii) by way of announcement;
(iv) by fax or electronic mail;
(v) by way of publication on websites designated by the Company and stock exchange;
(vi) by other means as approved by relevant regulatory authorities where the shares of the Company are listed or in accordance with this Articles of Association.

Notwithstanding any other provisions that provide otherwise, regarding the provision and/or dispatch of any corporate communications to its holders of Overseas-Listed Foreign-Invested Shares according to the Listing Rules, if the Company has obtained prior written consent or deemed consent (as provided under the Listing Rules) from its Shareholders as required by and in accordance with relevant applicable laws and regulations and the Listing Rules, as amended from time to time, the Company may dispatch or provide corporate communications to its shareholders by electronic means or by making such corporate communication(s) available for view on its website.

Article 24.2

Regarding any corporate communications:

(i) if delivered by designated person, the corporate communications are deemed to be delivered or sent on the date which they are delivered by the designated person;
(ii) if sent or delivered by mail, where a notice is sent by post, the notice shall be put into a clearly addressed and prepaid postage envelope. Such notice is deemed to be delivered after 48 hours since the envelope has been sent off;
(iii) if delivered by announcement, the date of delivery shall be the date on which the announcement is first published, provided that the announcement is published on designated newspapers in accordance with relevant rules and regulations;
(iv) if delivered by fax or electronic mail, the date of delivery shall be the date on which the fax or email is delivered;
(v) if the Company provides or dispatches corporate communications to holders of Overseas-Listed Foreign-Invested Shares via its website, the corporate communications are deemed to be sent and delivered on one of the following dates, whichever is later: (1) the date on which the notification of the relevant corporate communications has been uploaded to the website is sent to the shareholders holding Overseas-Listed Foreign-Invested Shares according to the Listing Rules; or (2) the date on which the corporate communication first appears on the website after that notification is sent.

Article 24.3

If corporate communications are required to be delivered, posted, dispatched, published or provided in both English and Chinese versions by the listing rules of the stock exchange where the shares of the Company are listed, provided that the Company has complied with applicable laws and regulations and has accordingly made arrangements accordingly, to seek the shareholders' election to receive only English version or only Chinese version of such corporate communications, the Company may, according to the shareholders' election, deliver only English version or Chinese version of such corporate communications to relevant shareholders.

Article 24.4

Any notices, documents, information or written declarations made by shareholders or directors can be delivered to the legal address of the Company by assigning people to deliver or postage via registered mail.

Article 24.5

In order to prove that notices, documents, information or written declarations made by shareholders or directors have been delivered to the Company, evidence that such notices, documents, information or written declarations have been delivered within the prescribed delivery time in according to the stipulated methods under Article 24.3 shall be provided. In the case of delivery by assigning people to deliver, receipt confirmation of the Company shall be provided. In the case of delivery by registered mail, only evidence of postage to the correct address clearly by prepaid method.

CHAPTER 25: DEFINITIONS OF THIS ARTICLES OF ASSOCIATION

Article 25.1

The board of directors of the Company shall be responsible for the interpretation of this Articles of Association. For matters not covered in this Articles of Association, proposals shall be made by the board of directors for consideration and approval in shareholders' general meeting.

Article 25.2

This Articles of Association are in Chinese and in English. The Chinese version shall prevail over the English version.

Article 25.3

In this Articles of Association, unless the context others requires, the following expressions have the meanings:

"Articles of Associations" means the articles of association of the Company

"board of directors" means the board of directors of the Company

"Chairman" means the chairman of the board of directors “director(s)” means any directors of the Company

“Overseas-Listed Foreign-Invested Shares” means any overseas-listed foreign-invested shares of the Company

“company address” means the legal address of the Company (i.e, Block No.1, Compound No.1, Fenghuangzui Street, Fengtai District, Beijing)

“RMB” means Renminbi, the lawful currency of the PRC

“secretary of the board of directors” means company secretary appointed by the board of directors

“senior officer” means the general manager, deputy general manager, financial in-charge and secretary of the board of directors

“PRC” or “State” means the People’s Republic of China

“Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited

“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

“Company” means China Communications Services Corporation Limited

“Accounting firm” means auditor, as defined by the Listing Rules

Article 25.4

The phrases “more than” and “within” herein for the numbers include the numbers indicated themselves, while the phrases “exceed”, “beyond”, “lower than” and “over” exclude the numbers indicated themselves.