

Zijin Mining Group Co., Ltd.\*  
Articles of Association  
(31 December 2025)

This is an unofficial English translation and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

\*The English name of the Company is for identification purpose only

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## **Chapter 1     General Provisions**

**Article 1**        To safeguard the lawful rights and interests of Zijin Mining Group Co., Ltd.\* (hereinafter referred to as the “Company”), its shareholders, employees, creditors and other stakeholders, and to regulate the structure and behaviours of the Company, this articles of association (hereinafter referred to as the “Articles of Association”) is formulated in accordance with the Companies Law of the People’s Republic of China (hereinafter referred to as the “Companies Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”) and other laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company’s shares are listed and the relevant requirements of the Constitution of the Communist Party of China (hereinafter referred to as the “Party Constitution”).

**Article 2**        The Company is a joint stock limited company established in accordance with the Companies Law, the Securities Law and other relevant laws and administrative regulations. The Company was approved by the People’s Government of Fujian Province under document Min Zheng Ti Gu [2000] No. 22 “Reply for Approval for the Establishment of Fujian Zijin Mining Industry Company Limited\*” and was established by way of promotion on 17 August 2000 and registered on 6 September 2000 with the Fujian Administrative Bureau for Industry and Commerce. The Company’s unified social credit code is 91350000157987632G.

**Article 3**        As approved by the China Securities Regulatory Commission on 18 November 2003, in the period from 16 December 2003 to 22 December 2003, the Company made an initial offering of 400,544,000 overseas-listed foreign invested shares (par value: RMB0.10 per share) to overseas investors, which were subsequently listed on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on 23 December 2003. In the 2003 annual general meeting of the Company, the shareholders considered and approved the change of the Company’s name to Zijin Mining Group Co., Ltd.\* On 24 March 2008, with the approval from the approving departments authorised by the State Council, the Company further issued 1,400,000,000 domestic shares (par value: RMB0.10 per share), which were listed on the Shanghai Stock Exchange (hereinafter referred to as the “Shanghai Stock Exchange”) on 25 April 2008.

**Article 4**        Registered name of the Company: 紫金礦業集團股份有限公司  
English name of the Company: Zijin Mining Group Co., Ltd.\*

**Article 5**        Registered address of the Company:  
No. 1, Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China, postal code: 364200.

**Article 6**        The registered capital of the Company is RMB2,657,753,314.

**Article 7**        The Company is a permanent existent joint stock limited company.

**Article 8**        The chairman of the Company is the legal representative of the Company.

Where the chairman serving as the legal representative resigns, such resignation shall be deemed as a simultaneous resignation from the position of legal representative.

Where the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of resignation of the legal representative.

**Article 9** The Company shall bear the legal consequences from the civil activities conducted by the legal representative in the name of the Company.

Limitations on the functions and powers of the legal representative provided in the Articles of Association or by the shareholders' meeting shall not be used against bona fide third parties.

Where the legal representative causes damage to others in the course of discharging his duties, the Company shall bear civil liabilities. After bearing civil liabilities, the Company may seek recourse from the legal representative who is at fault in accordance with provisions of the laws or the Articles of Association.

**Article 10** All capital of the Company is divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all its properties.

**Article 11** From the date the Articles of Association comes into effect, it shall act as a legally binding document regulating the structure and behaviours of the Company, and also the rights and obligations between the Company and its shareholders and also among shareholders. The Articles of Association shall be legally binding on the Company, its shareholders, directors and senior management. According to the Articles of Association, any shareholders can file lawsuits against other shareholders, any shareholders can file lawsuits against any directors and senior management of the Company, any shareholders can file lawsuits against the Company, the Company can file lawsuits against any shareholders, directors or senior management.

**Article 12** The senior management referred to in the Articles of Association refers to the president, standing vice-president, vice-presidents, chief financial officer and joint chief financial officer, secretary to the board of directors, chief engineer, etc. of the Company.

**Article 13** The Company shall, in accordance with the provisions of the Party Constitution, establish organisations of the Communist Party and carry out Party activities. The Company shall provide necessary conditions for the activities of Party organisations.

## **Chapter 2 Business Purpose and Scope**

**Article 14** The business purpose of the Company is: to adhere to “mining for a better society”, keep strong footing in China and expand horizon across the world, with exploration and mining of copper, gold, zinc, silver, lithium, molybdenum and other strategic mineral resources as the main business and appropriately extend associated businesses, to provide the materials that improve standards of living in a low carbon future; to adhere to mineral resources leading and cost-leading strategies, to adhere to the integration of internationalisation, project enlargement and assets securitisation, to further strengthen innovation as the core competitiveness; to adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe, environmentally and ecologically friendly brand name; to adhere to the common development value, creating greater value for the society, the employees, the shareholders and other stakeholders of the Company, to achieve the ultimate goal of “becoming a green, high-tech, leading global mining company”.

**Article 15** Upon registration in accordance with laws, the business scope of the Company includes: exploration of mineral resources, mining and processing of gold ores; gold refining; mining and processing of copper ores; copper refining; integration service on information systems; consultation service on information and technology; sales of jewellery and ornaments, crafts and art products, mineral products, machinery and equipment, chemical products (excluding hazardous chemical products and precursor chemical products of poisons); hydropower generation; investment in mining industry, hotel industry and construction industry; foreign trade; land transportation of general goods; land transportation of hazardous goods. Open pit mining of copper and gold ores, underground mining of copper ores; research and development of mining engineering technology, mining machinery and equipment specifically for use in metallurgy; manufacture of mining machinery and equipment specifically for use in metallurgy; tourist accommodations (only for branches). (Items which require approvals under the laws shall be subject to the approval from relevant departments before the commencement of business). The Company may adjust the business scope and business mode according to the changes of domestic and foreign markets, its business development and own capabilities with approval from relevant government departments.

## **Chapter 3 Shares**

### **Section 1 Share Issuance**

**Article 16** The shares of the Company shall take the form of share certificates.

**Article 17** The issuance of shares by the Company shall follow the principles of openness, fairness and impartiality. Each share of the same class shall carry equal rights. Shares of the same class issued at the same time shall have identical issuance terms and issuance price per share; the consideration paid by any subscribers for each share subscribed shall be the same. The Company may establish different classes of shares based on its needs.

**Article 18** Shares with par value issued by the Company shall have their par value denominated in Renminbi, with a par value of RMB0.10 per share. Shares issued by the Company and listed on the Shanghai Stock Exchange are referred to as “A Shares”, and shares issued by the Company and listed on the Hong Kong Stock Exchange are referred to as “H Shares”.

**Article 19** A Shares issued by the Company shall be deposited in centralised custody with China Securities Depository and Clearing Corporation Limited Shanghai Branch. H Shares issued by the Company may, in accordance with the laws of the places where the Company’s shares are listed and customary practice for securities registration and custody, be deposited primarily with nominee companies under Hong Kong Securities Clearing Company Limited, or may be held by shareholders under their own names.

**Article 20** As approved by relevant departments, the total number of ordinary shares of the Company was 95,000,000 shares at the time of incorporation with par value of RMB1.00 per share. These shares were all subscribed and held by the promoters, among which:

Minxi Xinghang State-owned Assets Investment Company Limited held 45,600,000 shares, representing 48% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in the form of physical assets on 31 August 2000;

Xinhuadu Industrial Group Company Limited held 17,290,000 shares, representing 18.2% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Shanghang County Jinshan Trading Company Limited held 17,109,500 shares, representing 18.01% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash and in the form of physical assets on 31 August 2000;

Fujian Xinhudu Engineering Company Limited held 6,650,000 shares, representing 7% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Xiamen Hengxing Group Company Limited held 4,750,000 shares, representing 5% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Fujian Xinhudu Department Store Company Limited held 1,636,850 shares, representing 1.72% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Fujian Gold Group Company Limited held 1,632,100 shares, representing 1.72% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Fujian Minxi Geological Team held 331,550 shares, representing 0.35% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000.

**Article 21** The Company's total issued shares are 26,577,533,140 shares, all of which are ordinary shares with a par value of RMB0.10 per share; among which, 20,588,693,140 are A Shares, representing approximately 77.47% of the total shares of the Company; and 5,988,840,000 are H Shares, representing approximately 22.53% of the total shares of the Company.

**Article 22** The Company or its subsidiaries (including the affiliated enterprises of the Company) shall not provide financial assistance in any form, including gifts, advances, guarantees or loans, to any persons for the acquisition of shares in the Company.

## **Section 2 Share Increase, Reduction and Repurchase**

**Article 23** The Company may, based on its operation and development needs, with the stipulations of laws and regulations and upon resolution by the shareholders' meeting, increase its share capital in the following ways:

- (1) issue shares to non-specific investors;
- (2) issue shares to specific investors;
- (3) allot bonus shares to existing shareholders;
- (4) convert reserves into share capital; and
- (5) any other methods stipulated by laws, administrative regulations and the China Securities Regulatory Commission.

Where the Company issues convertible corporate bonds, matters such as issuance of the convertible corporate bonds, conversion procedures and arrangements and changes in the Company's share capital resulting from conversion shall be handled in accordance with the provisions stipulated in relevant laws, administrative regulations, the China Securities Regulatory Commission, securities regulatory rules of the places where the Company's shares are listed, offering document for the Company's convertible corporate bonds and other documents.

**Article 24** The Company may reduce its registered capital. Any reductions of the Company's registered capital shall be carried out in accordance with the procedures stipulated in the Companies Law, other relevant regulations and the Articles of Association.

**Article 25** The Company shall not repurchase its own shares. However, it shall not apply to any of the following circumstances:

- (1) to reduce its registered capital;
- (2) to merge with other companies which hold the Company's shares;
- (3) to use the shares for the Company's employee stock ownership schemes or equity incentives;
- (4) for shareholders who object to the resolutions on a merger or division of the Company as approved in the shareholders' meeting and request the Company to repurchase their shares;
- (5) to exchange the shares for corporate bonds which can be converted into shares issued by the Company; and
- (6) to safeguard the Company's value and the rights and interests of shareholders, if necessary.

**Article 26** The Company may repurchase its shares through public centralised trading or through other methods recognised by laws, administrative regulations and the China Securities Regulatory Commission (including making a repurchase offer to all shareholders on a pro-rata basis and repurchasing outside stock exchanges by way of agreement).

For repurchases of the Company's shares under the circumstances stipulated in clauses (3), (5) and (6) of Article 25 of the Articles of Association, the Company shall carry out such repurchases through public centralised trading.

**Article 27** The Company shall obtain the approval at a shareholders' meeting for repurchase of its shares under the circumstances stipulated in clauses (1) and (2) of Article 25 of the Articles of Association. For repurchases of the Company's shares under the circumstances stipulated in clauses (3), (5) and (6) of Article 25 of the Articles of Association by the Company, approval may be obtained by a resolution of a board of directors meeting attended by not less than two-thirds of directors in accordance with the provisions of the Articles of Association.

The Company shall take the following actions after the repurchase in accordance with Article 25 of the Articles of Association. In case of clause (1), the shares shall be cancelled within 10 days from the date of the repurchase; in the case of clauses (2) or (4), the shares repurchased shall be transferred or cancelled within 6 months; the aggregate shares held by the Company in accordance with clauses (3), (5) and (6) shall not exceed 10% of the Company's total issued shares, and shall be transferred or cancelled within 3 years.

### **Section 3      Transfer of Shares**

**Article 28** The Company's shares shall be transferred in accordance with laws.

All transfers of H Shares of the Company shall be effected by written instruments of transfer in general or common form or any other forms acceptable to the board of directors (including the standard transfer form or form of transfer prescribed by the Hong Kong Stock Exchange from time to time); such instruments of transfer can only be signed by hand or by affixing the valid company seal (if the transferor or transferee is a company). If the transferor or transferee is a recognised clearing house as defined under the relevant ordinances in effect from time to time under Hong Kong laws (hereinafter referred to as "Recognised Clearing House") or its agents, the signing of instruments of transfer can be handwritten or machine-printed. All instruments of transfer shall be deposited at the Company's registered address or such address as the board of directors may designate from time to time.

All H Shares that have been fully paid up can be transferred freely according to the Articles of Association; however, unless the following conditions are met, the board of directors can refuse to acknowledge any instruments of transfer without stating any reasons:

- (1) the fees prescribed by the Hong Kong Stock Exchange have been paid to the Company, and the instrument of transfer of the registered shares and other documents that are related to share ownership or may affect the share ownership have been submitted;
- (2) the instrument of transfer only involves H Shares;
- (3) the stamp duty payable on the instrument of transfer has been paid;
- (4) the stock certificates concerned and the evidence reasonably required by the board of directors to prove the transferor's right to transfer the shares shall be provided; and
- (5) the related shares do not have any lien of the Company.

If the Company refuses to register the transfer of shares, it shall give a written notice of registration rejection to the transferor and the transferee within 2 months from the date on which the application of transfer is officially submitted. If the transferor or the transferee is a clearing house recognised under Hong Kong laws or its agents, the signing of instrument of transfer can be machine-printed.

**Article 29** The Company will not accept its own shares as the subject of a pledge.

**Article 30** Directors and senior management of the Company shall report to the Company their shareholdings in the Company and any changes thereto. Shares transferred during the term of office determined at the time of appointment in each year shall not exceed 25% of the total number of shares of the same class held by such individuals. The aforesaid individuals shall not transfer the Company's shares within 6 months after termination of service with the Company.

Where laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed have other provisions regarding the transfer of the Company's shares held by shareholders, such provisions shall prevail.

**Article 31** Where shareholders holding not less than 5% of the Company's shares, directors and senior management of the Company sell the shares or other securities with equity nature of the Company within 6 months after a purchase or buy shares or other securities with equity nature of the Company within 6 months after those were sold, any profits derived therefrom shall belong to the Company and shall be recovered by the board of directors of the Company. However, this shall not apply to securities companies holding not less than 5% of the Company's shares due to acquiring unsold shares from underwriting and other circumstances stipulated by the departmental rules.

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

If the board of directors of the Company fails to execute requirements listed out in the first paragraph of this Article, shareholders have the right to request the board of directors to execute within 30 days. If the board of directors of the Company fails to execute within the aforesaid period, shareholders can personally file a lawsuit with the People's Court in their own name in order to protect the interests of the Company.

If the board of directors of the Company fails to execute the requirements listed out in the first paragraph of this Article, the responsible directors shall bear joint and several liabilities according to laws.



## **Chapter 4 Shareholders and Shareholders' Meeting**

### **Section 1 General provisions of Shareholders**

**Article 32** The Company shall establish a register of shareholders based on the credentials provided by securities registration and settlement institutions. The register of shareholders constitutes sufficient evidence proving that a shareholder holds shares of the Company. The original register of holders of H Shares shall be kept in Hong Kong for inspection by shareholders. However, the Company may suspend the registration procedures for shareholders in accordance with applicable laws and regulations and securities regulatory rules of the places where the Company's shares are listed. Shareholders have rights and obligations according to the class of shares held by them; shareholders holding the same class of shares shall have the same rights and shall undertake the same obligations.

**Article 33** Where the Company convenes a shareholders' meeting, distributes dividends, liquidates or undertakes other actions that need to confirm the identity of shareholders, the board of directors, the person(s) authorised by a resolution of the board of directors meeting or the convenor(s) of the shareholders' meeting shall determine a certain day as a record date for share registration. Shareholders registered on the register of shareholders after the close of trading on the record date shall be the shareholders entitled to the relevant rights and interests.

**Article 34** Shareholders of the Company shall enjoy the following rights:

- (1) to receive dividends and other forms of profit distribution in proportion to the number of shares held by them;
- (2) to lawfully request to hold, convene, preside over, attend and appoint a proxy to attend a shareholders' meeting, and exercise the corresponding right to speak and to vote at a shareholders' meeting, except the voting rights shall be waived as required by the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association;
- (3) to supervise and make suggestions or enquiries relating to the business operations of the Company;
- (4) to transfer, gift or pledge their shares in accordance with the provisions of laws, administrative regulations and the Articles of Association;
- (5) to inspect and copy the Articles of Association, register of shareholders (for the register of holders of H Shares, the Company may suspend the registration procedures for shareholders in accordance with relevant Hong Kong laws), meeting minutes of shareholders' meetings, resolutions of the board of directors meetings, financial accounting reports, shareholders who meet the prescribed requirements may inspect the Company's account books and account vouchers;
- (6) in the event of dissolution or liquidation of the Company, to participate in the distribution of remaining assets of the Company according to the number of shares held by them;
- (7) shareholders who object to the resolution on a merger or a division of the Company as approved in the shareholders' meeting may request the Company to repurchase their shares; and
- (8) other rights prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 35** Shareholders who request to inspect or copy relevant company materials shall comply with the provisions of the Companies Law, the Securities Law and other laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Shareholders who request to inspect the information mentioned in the preceding paragraph or obtain materials shall submit a written request to the Company stating the purpose, and provide written documents proving the class of shares and the number of shares held, as well as other relevant supporting documents as required by the Company. The Company shall provide such materials at its office premises after verifying such shareholders' identity, reviewing the purpose of inspection and other circumstances, but no unauthorised copying, scanning or photographing is permitted. If the contents involve the Company's trade secrets, inside information, personal privacy of relevant personnel or involve violation of the principle of fairness to all shareholders in information disclosure, or the shareholders have other improper purposes, the Company may refuse to provide such materials. Shareholders who request to inspect or copy relevant company documents and materials shall first enter into a confidentiality agreement with the Company. Shareholders and their appointed intermediary institutions shall comply with the provisions of laws and administrative regulations regarding the protection of state secrets, trade secrets, personal privacy and personal information and shall bear legal liabilities for disclosing secrets. The Company shall establish smooth and effective communication channels with shareholders to safeguard shareholders' rights to know, participate in decision-making on and supervise major matters of the Company.

**Article 36** Should the contents of the resolutions of shareholders' meetings and board of directors meetings violate the laws and administrative regulations, shareholders have the right to request the People's Court to nullify those resolutions.

Should the procedures for convening shareholders' meetings and board of directors meetings and the voting mechanism violate the laws, administrative regulations or the Articles of Association, or contents of resolutions violate the Articles of Association, shareholders have the right to request the People's Court to revoke such resolutions within 60 days from the date on which such resolutions are made. However, this does not apply where the procedures for convening shareholders' meetings and board of directors meetings and the voting mechanism have only minor defects that do not have a substantive impact on the resolutions.

If the board of directors, shareholders or other relevant parties have disputes regarding the validity of resolutions of shareholders' meetings, they shall promptly file lawsuits with the People's Court. Before the People's Court makes a judgement or ruling to revoke the resolutions, relevant parties shall implement the resolutions of the shareholders' meeting. The Company, directors and senior management shall earnestly discharge their duties to ensure normal operation of the Company.

When the People's Court makes a judgement or ruling on relevant matters, the Company shall discharge its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission and securities regulatory rules of the places where the Company's shares are listed, fully explain the impacts, and actively cooperate with the implementation after the judgement or ruling takes effect. For matters involving corrections to prior items, they shall be handled promptly and corresponding information disclosure obligations shall be discharged.

**Article 37** In any of the following circumstances, resolutions of the shareholders' meetings or board of directors meetings of the Company shall not be established:

- (1) no shareholders' meeting or board of directors meeting was convened to pass the resolution;
- (2) the shareholders' meeting or board of directors meeting did not vote on the matters to be resolved;
- (3) the number of attendees or voting rights represented at the meeting did not reach the number of attendees or the number of voting rights held as required by the Companies Law or the Articles of Association; and
- (4) the number of persons or voting rights voting in favour of the resolution matters did not reach the number of persons or the number of voting rights held as required by the Companies Law or the Articles of Association.

**Article 38** Pursuant to the relevant regulations of the China Securities Regulatory Commission, the Company does not establish a supervisory committee. The board of directors of the Company establishes an audit and supervision committee to exercise the functions and powers of a supervisory committee as stipulated in the Companies Law under the authorisation of the board of directors.

**Article 39** Should directors and senior management, other than members of the audit and supervision committee, violate the provisions of laws, administrative regulations or the Articles of Association while discharging duties of the Company and result in losses of the Company, shareholders individually or jointly holding not less than 1% shares of the Company for not less than 180 consecutive days have the right to request in writing the audit and supervision committee to file a lawsuit with the People's Court. Should members of the audit and supervision committee violate the provisions of laws, administrative regulations or the Articles of Association while discharging duties of the Company and result in losses of the Company, the aforesaid shareholders can request in writing the board of directors to file a lawsuit with the People's Court.

If the audit and supervision committee or the board of directors refuses to file a lawsuit upon receiving the written request from shareholders as prescribed in the preceding paragraph or fails to file a lawsuit within 30 days upon receiving the request, or under emergency circumstances where failure to file a lawsuit immediately may result in material irrecoverable loss of the Company, shareholders as prescribed in the preceding paragraph have the right to file a lawsuit directly with the People's Court in their own names for the benefit of the Company.

Should any third parties infringe upon the lawful rights and interests of the Company and result in losses of the Company, shareholders provided in the first paragraph in this Article can file a lawsuit with the People's Court in accordance with the previous two paragraphs of this Article.

Should directors, supervisors and senior management of the Company's wholly-owned subsidiaries violate the provisions of laws, administrative regulations or the Articles of Association while discharging duties and result in losses of the Company, or should any third parties infringe upon the lawful rights and interests of the Company's wholly-owned subsidiaries and result in losses, shareholders individually or jointly holding not less than 1% shares of the Company for not less than 180 consecutive days may request the supervisory committee or board of directors of the wholly-owned subsidiaries in writing to file a lawsuit with the People's Court or file a lawsuit directly with the People's Court in their own names in accordance with the first three paragraphs of Article 189 of the Companies Law. For the Company's wholly-owned subsidiaries that do not have a supervisory committee or supervisors but have an audit committee, the provisions of the first and second paragraphs of this Article shall apply.

**Article 40** Should directors and senior management violate the provisions of laws, administrative regulations or the Articles of Association and infringe upon the interests of the shareholders, shareholders can file a lawsuit with the People's Court.

**Article 41** Shareholders of the Company undertake the following obligations:

- (1) to abide by laws, administrative regulations and the Articles of Association;
- (2) to pay the subscription amount according to the number of shares subscribed and the method of subscription;
- (3) not to withdraw their share capital, except in circumstances provided by laws and regulations;
- (4) not to abuse the shareholders' rights to prejudice the interests of the Company or other shareholders; not to abuse the independent status of the Company's legal person and the limited liability of the shareholders so as to prejudice the interests of the Company's creditors; and
- (5) other obligations imposed by laws, administrative regulations and the Articles of Association.

**Article 42** If shareholders of the Company, by abusing shareholders' rights, cause losses to the Company or other shareholders, such shareholders shall be liable for compensation in accordance with the laws. If the shareholders of the Company, by abusing the independent status of the Company's legal person and the limited liability of the shareholders, evade debts and seriously prejudice the interests of the Company's creditors, such shareholders are jointly and severally liable for the debts of the Company.

## **Section 2 Controlling Shareholder and Actual Controller**

**Article 43** The controlling shareholder and actual controller of the Company shall exercise their rights and discharge their obligations in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, and safeguard the interests of the listed company.

**Article 44** The controlling shareholder and actual controller of the Company shall comply with the following provisions:

- (1) to exercise shareholders' rights in accordance with laws, not to abuse controlling power or use connected relationships to infringe upon the lawful rights and interests of the Company or other shareholders;
- (2) to strictly perform public statements and various undertakings made, and not to change or waive them without authorisation;
- (3) to strictly discharge information disclosure obligations in accordance with relevant provisions, actively cooperate with the Company in information disclosure work, and timely inform the Company of major events that have occurred or are intended to occur;
- (4) not to occupy the Company's funds in any manner;
- (5) not to compel, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;
- (6) not to use the Company's undisclosed material information to seek benefits, not to disclose undisclosed material information related to the Company in any manner, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and non-compliant activities;
- (7) not to infringe upon the lawful rights and interests of the Company and other shareholders through unfair connected transactions, profit distributions, asset restructurings, external investments or any other means;
- (8) to ensure the Company's asset integrity, personnel independence, financial independence, institutional independence and business independence, and not to affect the Company's independence in any manners; and
- (9) other provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Where the controlling shareholder or actual controller of the Company instruct directors or senior management to engage in acts that infringe upon the interests of the Company or shareholders, they shall bear joint and several liabilities with such directors or senior management.

**Article 45** Where the controlling shareholder or actual controller pledge the Company's shares held or actually controlled by them, they shall maintain the Company's control and stability of production and operation.

**Article 46** Where the controlling shareholder or actual controller transfer their shares in the Company, they shall comply with the restrictive provisions on share transfer in laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed, as well as their undertakings regarding restrictions on share transfer.

### **Section 3 General Provisions of Shareholders' Meeting**

**Article 47** The shareholders' meeting of the Company comprises all shareholders. The shareholders' meeting is the organ of authority of the Company and exercises the following functions and powers in accordance with laws:

- (1) to elect and replace directors and to determine matters relating to directors' remunerations;
- (2) to consider and approve reports of the board of directors;
- (3) to consider and approve profit distribution plans and loss coverage plans of the Company;
- (4) to resolve on or authorise the issuance of shares, increase or reduction of the Company's registered capital;
- (5) to resolve on the issuance of corporate bonds and other debt financing instruments;
- (6) to resolve on matters such as merger, division, dissolution, liquidation or change in the form of the Company;
- (7) to amend the Articles of Association;
- (8) to resolve on the Company's appointment or removal of the accounting firm that undertakes the Company's audit;
- (9) to consider and approve matters in relation to guarantees as stipulated in Article 48 of the Articles of Association;
- (10) to consider acquisitions or disposals of material assets within 1 year and which exceed 30% of the Company's audited total assets for the most recent period;
- (11) to consider material transactions which shall be tabled to the shareholders' meeting for consideration in accordance with the provisions of laws, regulations and securities regulatory rules of the places where the Company's shares are listed, including external investments, acquisitions or disposals of assets, asset pledges, entrusted wealth management, connected transactions and external donations;
- (12) to consider and approve the changes in the use of proceeds raised;
- (13) to consider the equity incentive schemes and employee stock ownership schemes; and
- (14) to consider any other matters which decisions shall be made by the shareholders' meeting as required by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

The Company may, upon authorisation by the shareholders' meeting to the board of directors by resolution, issue shares, corporate bonds and corporate bonds convertible into shares. The specific implementation shall comply with the provisions of laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed.

**Article 48** The following external guarantee behaviours of the Company shall be subject to consideration and approval at the shareholders' meeting:

- (1) any guarantees to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeding 50% of the audited net assets for the most recent period;
- (2) any guarantees to be provided where the total amount of external guarantees provided by the Company exceeding 30% of the audited total assets for the most recent period;
- (3) the amount of guarantees provided by the Company to others within 1 year exceeding 30% of the Company's audited total assets for the most recent period;
- (4) provision of guarantee for guarantee recipients with a debt-to-asset ratio exceeding 70%;
- (5) provision of any single guarantee for an amount exceeding 10% of the audited net assets for the most recent period;
- (6) provision of guarantees for any shareholders, actual controller or their connected parties.

**Article 49** Shareholders' meetings shall be classified as annual general meetings or extraordinary general meetings. Annual general meetings shall be held once every year, and shall be held within 6 months after the end of the previous financial year.

**Article 50** The Company shall convene an extraordinary general meeting within 2 months from the date of occurrence of any of the following circumstances:

- (1) where the number of directors falls below the number stipulated in the Companies Law or below two-thirds of the number specified in the Articles of Association;
- (2) where the uncovered losses of the Company amount to one-third of its total share capital;
- (3) upon the request of shareholders individually or jointly holding not less than 10% of the Company's shares;
- (4) where the board of directors considers it necessary;
- (5) where the audit and supervision committee proposes to convene such a meeting;
- (6) where over half of all independent directors agreed to propose to the board of directors to convene an extraordinary general meeting; and
- (7) other circumstances as prescribed by provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

**Article 51** Shareholders' meetings of the Company shall be held at the registered address of the Company or a place specified in the notice of the shareholders' meeting. An on-site venue shall be set up to hold the shareholders' meetings; in addition to setting up a venue for an on-site meeting, the shareholders' meetings may also be held simultaneously by means of network, video, telephone or other electronic communication methods with equivalent effect. The Company shall also provide online voting for the convenience of shareholders.

**Article 52** When convening shareholders' meeting, the Company shall appoint lawyers to provide legal opinions, which shall be announced, on the following issues:

- (1) whether the procedures for convening and holding meeting comply with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association;
- (2) whether the qualifications of the participants and the convenor are lawful and valid;
- (3) whether the voting procedures and voting results of the meeting are lawful and valid; and
- (4) to provide legal opinions on any other issues as requested by the Company.

## **Section 4      Convening of Shareholders' Meetings**

**Article 53**      The board of directors shall convene shareholders' meetings on time within the prescribed period.

With the consent of over half of all independent directors, independent directors have the right to propose to the board of directors to convene an extraordinary general meeting. For the proposal of independent directors request to convene an extraordinary general meeting, the board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the proposal. If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made; if the board of directors disagrees to convene an extraordinary general meeting, it shall state the reasons and make an announcement.

**Article 54**      The audit and supervision committee shall propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made, and any changes to the original proposal in the notice shall obtain the consent of the audit and supervision committee.

If the board of directors disagrees to convene an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the board of directors is unable to discharge or fails to discharge its duties to convene the shareholders' meeting, and the audit and supervision committee may convene and preside over the meeting on its own.

**Article 55**      Shareholders individually or jointly holding not less than 10% of the Company's shares requesting the board of directors to convene an extraordinary general meeting shall make the request to the board of directors in writing. The board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the request.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made, and any changes to the original request in the notice shall obtain the consent of the relevant shareholders.

If the board of directors disagrees to convene an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, shareholders individually or jointly holding not less than 10% of the Company's shares proposing to the audit and supervision committee to convene an extraordinary general meeting shall make the request to the audit and supervision committee in writing.

If the audit and supervision committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after receiving the request, and any changes to the original request in the notice shall obtain the consent of the relevant shareholders.

If the audit and supervision committee fails to issue a notice of shareholders' meeting within the prescribed period, it shall be deemed that the audit and supervision committee does not convene and preside over the shareholders' meeting, and shareholders individually or jointly holding not less than 10% of the Company's shares for not less than 90 consecutive days may convene and preside over the meeting on their own.

**Article 56** When the audit and supervision committee or shareholders decide to convene a shareholders' meeting on their own, they shall notify the board of directors in writing and file with the Shanghai Stock Exchange at the same time.

The audit and supervision committee or shareholders who convene the meeting shall submit relevant supporting materials to the Shanghai Stock Exchange when issuing the notice of shareholders' meeting and the announcement of resolutions of the shareholders' meeting.

Before the announcement of resolutions of the shareholders' meeting, the shareholding ratio of the shareholders who convene the meeting shall not be lower than 10%.

**Article 57** For shareholders' meetings convened by the audit and supervision committee or shareholders on their own, the board of directors and the secretary to the board of directors shall cooperate. The board of directors shall provide the register of shareholders as at the record date.

**Article 58** For shareholders' meetings convened by the audit and supervision committee or shareholders on their own, the necessary expenses of the meetings shall be borne by the Company.

## **Section 5 Proposals and Notices of Shareholders' Meeting**

**Article 59** The contents of proposals shall fall within the scope of authority of the shareholders' meeting, have clear topics and specific matters for discussion, and comply with the relevant provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 60** When the Company convenes a shareholders' meeting, the board of directors, the audit and supervision committee and shareholders individually or jointly holding not less than 1% of the shares of the Company have the right to submit proposals to the Company.

Shareholders individually or jointly holding not less than 1% of the shares of the Company may submit additional proposals to the convenor in writing 10 days before the holding of a shareholders' meeting. The convenor shall, within 2 days from the date of receipt of such proposals, issue a supplementary notice of shareholders' meeting, announce the contents of the additional proposals and table such additional proposals to the shareholders' meeting for consideration. However, this excludes additional proposals that violate the provisions of laws, administrative regulations or the Articles of Association, or do not fall within the scope of authority of the shareholders' meeting. If according to the provisions of the securities regulatory rules of the places where the Company's shares are listed, the shareholders' meeting must be postponed due to issuance of a supplementary notice of the shareholders' meeting, the convening of the shareholders' meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the places where the Company's shares are listed. The Company shall not raise the shareholding ratio requirement for shareholders submitting additional proposals.



Except for the aforesaid circumstances in the previous paragraph, after the issuance of the announcement of notice of shareholders' meeting by the convenor, no amendments shall be made on the proposals listed in the notice nor insert new proposal. Where the convenor needs to supplement or correct the contents of proposals according to regulations, the proposals shall not be substantively modified, and the relevant supplementary or correction announcements shall be issued before the commencement of online voting at the shareholders' meeting, and the legal opinion to be disclosed simultaneously with the resolutions of the shareholders' meeting shall include the lawyer's clear opinion on whether the supplements or corrections to the proposal contents constitute substantive modifications to the proposals. Where proposals are substantively modified, such changes shall be deemed as new proposals and shall not be voted on at such shareholders' meeting.

In the shareholders' meeting, the shareholders shall not vote on any resolution which is not listed in the announced notice or not complied with the provisions of the Articles of Association.

**Article 61** The convenor shall notify all shareholders by way of announcement 20 days before the convening of the annual general meeting, and 10 business days or 15 days (whichever is longer) before the convening of an extraordinary general meeting by way of announcement.

**Article 62** The notice of shareholders' meetings shall include the following contents:

- (1) the time, venue and duration of the meeting;
- (2) the matters and proposals to be tabled to the meeting for consideration;
- (3) an indication with clear text that: all ordinary shareholders have the right to attend the shareholders' meeting and can appoint proxy in writing to attend the meeting and vote on their behalf, and such shareholder proxy need not be a shareholder of the Company;
- (4) the record date for shareholders entitled to attend the shareholders' meeting;
- (5) the name and telephone number of the designated contact person for meeting affairs; and
- (6) the voting time and voting procedures for online or other methods.

The notice and supplementary notice of shareholders' meetings shall fully and completely disclose all specific contents of all proposals, as well as all materials or explanations necessary for shareholders to make reasonable judgements on the matters to be discussed.

The starting time of online voting and other means of voting shall not be earlier than 3:00 p.m. of the day before the on-site meeting and shall not be later than 9:30 a.m. of the day of the on-site meeting. The closing time of such voting shall not be earlier than 3:00 p.m. of the day the on-site meeting end. The interval between the record date and the meeting date shall not be more than 7 working days. Once the record date is confirmed, it shall not be changed.

**Article 63** Notices of shareholders' meeting of which matters concerning the election of directors will be considered shall fully disclose detailed information about the director candidates and shall at least include the following information:

- (1) personal information including educational background, work experience, concurrent positions, etc.;
- (2) any connected relationship with the Company, controlling shareholder and actual controller of the Company;
- (3) the number of shares of the Company held; and
- (4) any past record of being penalised by the China Securities Regulatory Commission or other related departments or any disciplinary actions taken by a stock exchange.

Except for the election of directors by cumulative voting, each director candidate shall be proposed as a separate proposal.

**Article 64** Shareholders' meetings shall not be postponed or cancelled without a proper reason after the notice of shareholders' meeting is despatched. Proposals listed in the notice of shareholders' meeting shall not be cancelled. Should the meeting be postponed or cancelled, the convenor of the meeting shall publish an announcement at least 2 working days before the originally-scheduled meeting date and disclose the reasons. Where the securities regulatory rules of the places where the Company's shares are listed have special provisions on the procedures for postponing or cancelling shareholders' meetings, such provisions shall be followed provided that they do not violate the relevant regulatory requirements.

## **Section 6 Holding of Shareholders' Meetings**

**Article 65** The board of directors of the Company and other convenors shall take necessary measures to ensure the normal order of shareholders' meetings. Measures shall be taken to stop and timely report to the relevant departments for investigation and punishment any behaviours that disrupt the shareholders' meetings, cause disturbances and infringe upon the lawful rights and interests of shareholders.

Participants of the meetings shall strictly comply with venue discipline, shall not disrupt venue order, and shall not interfere with the normal proceeding of the meetings. For those who disrupt venue order and other persons unsuitable to participate in the meetings, the chairman of the meetings has the right to order them to leave the venue. For those who do not obey the order to leave, the chairman of the meetings may appoint security personnel to force them to leave.

**Article 66** All holders of ordinary shares registered on the record date or their proxy have the right to attend shareholders' meetings and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association.

Shareholders may attend shareholders' meetings in person or may appoint their proxy to attend and exercise the voting rights within the scope of their authorisation on their behalf.

Each shareholder may appoint a proxy who needs not necessarily be a shareholder of the Company to attend shareholders' meetings and exercise voting rights; if the shareholder is a legal entity, an authorised personnel may sign a power of attorney on behalf of the entity and appoint a proxy to attend and vote at the meetings. The presence of such proxy shall be regarded as the legal entity shareholder being present at the meetings in person.

**Article 67** Individual shareholders attending the meetings in person shall present their identity card or other valid documents or proof that can demonstrate their identity; those acting as proxy for others to attend the meetings shall present their valid identity documents and the shareholder's power of attorney.

Legal person shareholders shall be represented by their legal representative or their proxy appointed by the legal representative to attend the meetings. Where the legal representative attends the meetings, he shall present his identity card and valid proof demonstrating his qualification as the legal representative; where a proxy attends the meetings, the proxy shall present his identity card and a written power of attorney lawfully issued by the legal representative of the legal person shareholders (except where the shareholder is a Recognised Clearing House or its agents as defined by relevant ordinances in effect from time to time under Hong Kong laws or the securities regulatory rules of the places where the Company's shares are listed).

**Article 68** The power of attorney issued by shareholders appointing others to attend shareholders' meetings shall specify the following contents:

- (1) the name or entity name of the appointer and the class and number of the Company's shares held;
- (2) the name or entity name of the proxy;
- (3) the specific instructions of the shareholders, including instructions to vote for, against or abstain on each item on the agenda of the shareholders' meetings;
- (4) the date of issuance and period of validity of the power of attorney; and
- (5) the signature (or seal) of the appointer. Where the appointer is a legal person shareholder, the legal person entity's seal shall be affixed (overseas legal person may have the document signed by a legally authorised person).

**Article 69** If the proxy form for voting is signed by a person authorised by the appointer, the power of attorney authorising such signing or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents and the proxy form shall be placed together at the Company's registered address or other place specified in the notice of the meeting.

If such shareholder is a Recognised Clearing House (including Hong Kong Securities Clearing Company Limited) or its agents, it can authorise 1 or more person(s) or company(ies) to act as its representative(s) to attend any shareholders' meetings, class meetings or creditors' meetings; however, if more than 1 person or company have obtained the aforesaid authorisation, the authorisation letter shall state clearly the quantity and class of the shares held by each person or company. The aforesaid authorised person(s) or company(ies) are entitled to exercise the shareholders' rights on behalf of the Recognised Clearing House (including Hong Kong Securities Clearing Company Limited) or its agents, and shall enjoy the same statutory rights as other shareholders, including the right to speak and to vote.

**Article 70** The meeting registration book of attendees shall be prepared by the Company. The meeting registration book shall record the name (or entity name) of meeting participants, identity card number, number of shares with voting rights held or represented, name of the appointer (or entity name) and other matters.

**Article 71** The convenor and lawyers engaged by the Company shall jointly verify the legality of shareholders' qualifications based on the register of shareholders provided by the securities registration and settlement institutions, and register the shareholders' names (or entity names) and the number of shares with voting rights they hold. Meeting registration shall be closed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold.

**Article 72** When the Company holds a shareholders' meeting, all directors shall attend the meeting, and senior management shall be present at the meeting. Directors and senior management shall accept inquiries from shareholders.

**Article 73** Shareholders' meetings shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to discharge his duties or fails to discharge his duties, a vice-chairman (if the Company has 2 or more than 2 vice-chairmen, over half of the directors shall jointly nominate one of them to preside over the meeting) shall preside over the meeting. If the vice-chairman is unable to discharge his duties or fails to discharge his duties, over half of the directors shall jointly nominate a director to preside over the meeting.

For a shareholders' meeting convened by the audit and supervision committee, the convenor of the audit and supervision committee shall preside over the meeting. If the convenor of the audit and supervision committee is unable to discharge his duties or fails to discharge his duties, over half of the members of the audit and supervision committee may jointly nominate a member of the audit and supervision committee to preside over the meeting.

For a shareholders' meeting convened by shareholders, the convenor or a representative nominated by the convenor shall preside over the meeting.

If a shareholders' meeting is unable to continue as a result of violations of the Rules Governing the Procedures of Shareholders' Meetings by the chairman of the meeting, upon the consent of over half of the shareholders with voting rights attending the shareholders' meeting, the shareholders' meeting may nominate an individual to be the chairman of the meeting to continue the meeting.

**Article 74** The Company shall formulate rules governing the procedures of shareholders' meetings, detailing the procedures for convening, holding and voting at shareholders' meetings, including notice, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, announcement and other contents, as well as the principles of authorisation by the shareholders' meeting to the board of directors, and the contents of authorisation shall be clear and specific. The rules governing the procedures for shareholders' meetings shall be an annex to the Articles of Association, drafted by the board of directors and approved by the shareholders' meeting.

**Article 75** At the annual general meeting, the board of directors shall report to the shareholders' meeting on its work over the past year. Each independent director shall also make a work report.

**Article 76** Directors and senior management shall provide explanations and clarifications on shareholders' inquiries and suggestions at the shareholders' meetings. However, they can refuse to answer an inquiry under any of the following circumstances, but shall explain the reasons to the inquirer:

- (1) such inquiry is unrelated to the agenda;
- (2) the matter inquired about requires investigation;
- (3) it involves the Company's trade secrets, inside information, personal privacy of relevant personnel or involves violation of the principle of fairness to all shareholders in information disclosure, and cannot be disclosed at the shareholders' meeting; and
- (4) answering such inquiry would significantly prejudice the common interests of shareholders.

**Article 77** Before voting, the chairman of the meeting shall announce the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold, and the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold shall be based on the meeting registration.

**Article 78** The shareholders' meetings shall have meeting minutes, which shall be the responsibility of the secretary to the board of directors.

The meeting minutes shall record the following contents:

- (1) the time, venue, agenda and name (or entity name) of the convenor of the meeting;
- (2) the names of the chairman of the meeting and the directors and senior management present at the meeting;
- (3) the number of shareholders and proxies attending the meeting, the total number of shares with voting rights they hold and their proportion to the total number of shares of the Company;
- (4) the consideration process, key points of speeches and voting results for each proposal;
- (5) shareholders' inquiries, opinions or suggestions and the corresponding responses or explanations;
- (6) the names of lawyers, vote counters and scrutineers; and
- (7) other contents that shall be included in the meeting minutes as stipulated in the Articles of Association.

**Article 79** The convenor shall ensure that the contents of the meeting minutes are true, accurate and complete. Directors attending or present at the meeting, the secretary to the board of directors, the convenor or his representative and the chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the signature book of shareholders attending the meeting in person and the authorisation letters for proxy attendance, and valid materials on voting through online and other methods. The retention period shall be not less than 10 years.

**Article 80** Except for intermissions or lunch breaks, the convenor shall ensure that the shareholders' meeting is held continuously until final resolutions are formed. Where a shareholders' meeting is suspended or resolutions cannot be made due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or directly terminate the current shareholders' meeting, and an announcement shall be made in a timely manner. Meanwhile, the convenor shall report to the Fujian Regulatory Bureau of the China Securities Regulatory Commission, where the Company is located, and the stock exchanges where the Company's shares are listed.

## **Section 7 Voting and Resolutions of Shareholders' Meetings**

**Article 81** The resolutions of shareholders' meetings shall be divided into ordinary resolutions and special resolutions.

The ordinary resolutions made by the shareholders' meeting shall be passed by over half of the voting rights held by the shareholders attending the meeting.

The special resolutions made by the shareholders' meeting shall be passed by not less than two-thirds of voting rights held by the shareholders attending the meeting.

Shareholders referred to in this Article include shareholders who have appointed a proxy to attend a shareholders' meeting.

**Article 82** The following items shall be passed by the shareholders' meeting by an ordinary resolution:

- (1) work reports of the board of directors;
- (2) profit distribution plans and loss coverage plans prepared by the board of directors;
- (3) appointment and dismissal of members of the board of directors and their remuneration and payment method;
- (4) issuance of corporate bonds and other debt financing instruments;
- (5) employee stock ownership schemes;
- (6) appointment and removal of the accounting firm that undertakes the Company's audit;
- (7) changes in the use of proceeds raised; and
- (8) other matters except those that shall be passed by special resolution as required by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

**Article 83** The following items shall be passed at the shareholders' meeting by a special resolution:

- (1) issuance of shares by the Company, increase or decrease in the Company's registered capital;
- (2) division, spin-off, merger, dissolution and liquidation of the Company;
- (3) amendments to the Articles of Association;
- (4) the Company, within 1 year, acquires or disposes of material assets or provides guarantees to others in an amount exceeding 30% of the Company's audited total assets for the most recent period;
- (5) repurchase of the Company's shares, except for the circumstances specified in clauses (3), (5) and (6) of Article 25 of the Articles of Association;
- (6) equity incentive schemes; and
- (7) other matters stipulated by laws, administrative regulations or the Articles of Association, and which the shareholders' meeting determines by ordinary resolution may have a significant impact on the Company and require approval by special resolution.

**Article 84** Shareholders shall exercise their voting rights based on the number of shares with voting rights they represent. Each share carries 1 vote.

When material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes cast by minority shareholders shall be counted separately. The separate vote counting results shall be disclosed publicly in a timely manner.

The Company's shares held by the Company shall not carry voting rights, and such shares shall not be included in the total number of shares with voting rights attending the shareholders' meeting.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights attached to the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of shares with voting rights attending the shareholders' meeting.

According to the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, if any shareholder is required to abstain from voting on relevant proposals, or is restricted to vote only for or against on specified proposals, any votes cast by such shareholder or his proxy in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.

The board of directors, independent directors, shareholders holding not less than 1% of the shares carrying voting rights of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission can publicly solicit shareholders' voting rights. Information including the specific voting intentions shall be fully disclosed to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding ratio requirement for soliciting voting rights.

**Article 85** Connected shareholders shall not participate in voting when the shareholders' meeting considers connected transactions matters, and the voting shares represented by them shall not be counted in the total number of valid voting shares. The voting results of non-connected shareholders at the shareholders' meeting shall be fully disclosed in the shareholders' meeting results announcement. Resolutions on connected transaction matters shall be passed by over half of the valid voting rights held by non-connected shareholders attending the shareholders' meeting; if such transaction falls within the scope of special resolution, it shall be passed by not less than two-thirds of the valid voting rights held by non-connected shareholders attending the shareholders' meeting.

**Article 86** Except when the Company is in crisis or under other special circumstances, without prior approval by special resolution from the shareholders' meeting, the Company shall not enter into contracts with anyone other than directors and senior management to entrust the management of all or material business of the Company to such persons.

**Article 87** The list of director candidates shall be tabled to the shareholders' meeting for voting in the form of a proposal.

When the shareholders' meeting votes on the election of directors, cumulative voting may be implemented according to the provisions of the Articles of Association or resolution reached at the shareholders' meeting. When the shareholders' meeting elects directors, independent directors and non-independent directors shall be elected separately.

When a single shareholder of the Company and his concert parties hold not less than 30% of the shares with rights, or the shareholders' meeting elects 2 or more independent directors, cumulative voting shall be implemented.

The cumulative voting referred to in the preceding paragraph means when a shareholders' meeting elects directors, each share holds the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders can be used collectively.

**Article 88** Except for cumulative voting, the shareholders' meeting shall vote on all proposals item by item. For different proposals on the same matter, voting shall be conducted in the chronological order in which the proposals were submitted. Except when the shareholders' meeting is suspended or resolutions cannot be made due to force majeure or other special reasons, the shareholders' meeting shall not shelve proposals or refrain from voting.

**Article 89** When the shareholders' meeting considers proposals, it shall not modify the proposals. If modification is made, it shall be deemed as a new proposal and cannot be voted on at such shareholders' meeting.

**Article 90** The same voting right can only choose one of on-site, online or other voting methods. If the same voting right is voted repeatedly, the first voting result shall prevail.

**Article 91** Voting at the shareholders' meetings shall be taken by poll.

**Article 92** Before the shareholders' meeting votes on proposals, 2 shareholder representatives shall be elected to participate in vote counting and scrutineering. Shareholders and proxies who have connected relationships with the matters under consideration shall not participate in vote counting and scrutineering.

When the shareholders' meeting votes on proposals, lawyers and shareholder representatives shall jointly be responsible for vote counting and scrutineering, and the voting results shall be announced at the venue, the voting results of the resolutions shall be recorded in the meeting minutes.

Shareholders of the Company or their proxies who vote online or by other methods have the right to check their voting results through the corresponding voting system.

**Article 93** The ending time of on-site shareholders' meetings shall not be earlier than that of online or other voting methods. The chairman of the meeting or the lawyers shall announce the final voting status and results of each proposal, and shall announce whether each proposal is approved in accordance with the voting results.

Before the voting results are officially announced, all relevant parties involved in the on-site, online and other voting methods of the shareholders' meeting, including the Company, vote counters, scrutineers, shareholders and network service providers, shall be obligated to maintain confidentiality regarding the voting status.

**Article 94** Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals tabled for voting: for, against or abstain. Except where securities registration and settlement institutions, as nominal holders of shares under the Mainland-Hong Kong Stock Connect, declare according to the expressed intentions of the actual holders.

Voting ballots that are unfilled, incorrectly filled, illegible or not cast shall be deemed as the voter waiving voting rights, and the voting results for the number of shares held shall be counted as "abstain".

**Article 95** If the chairman of the meeting has any doubt about the voting results of the tabled resolutions, he can organise to count the number of votes cast; if the chairman of the meeting does not count the votes and the shareholders or shareholder proxies attending the meeting have dissidence on the results announced by the chairman of the meeting, they have the right to require counting of votes immediately after the voting results are announced and the chairman of the meeting shall immediately organise to count the votes.

**Article 96** Resolutions of the shareholders' meeting shall be announced in a timely manner. The announcement shall list the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held and their proportion to the total shares carrying voting rights of the Company, the voting method, the voting results of each proposal and the detailed contents of each resolution passed.

**Article 97** If a proposal is not passed, or if a shareholders' meeting changes resolution of a previous shareholders' meeting, a special reminder shall be made in the announcement of the shareholders' meeting resolutions.



**Article 98** When proposals concerning the election of directors are passed at the shareholders' meeting, the commencement time of term of office for new directors shall be the date of announcement of the shareholders' meeting resolutions. For employee director in a new term of the board of directors, if the date of their democratic election is earlier than the date of formation of the new term of the board of directors, the commencement time of term of office shall be the date of formation of the new term of the board of directors; except for the aforesaid circumstances, the commencement time of term of office shall be the date of democratic election.

**Article 99** When proposals concerning distribution of cash dividends, bonus shares or conversion of capital reserve into share capital are passed at the shareholders' meeting, the Company shall implement the specific plan within 2 months after the end of the shareholders' meeting. If the specific plan cannot be implemented within 2 months due to the provisions of laws and regulations and the securities regulatory rules of the places where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly based on such provisions and actual circumstances.

## **Chapter 5 Special Procedures for Voting of Class Shareholders**

**Article 100** Class shareholders referred to in the Articles of Association mean holders of A Shares and holders of H Shares. Class shareholders have rights and obligations according to the provisions of laws, administrative regulations and the Articles of Association.

**Article 101** If the Company proposes to alter or cancel the rights of class shareholders, it shall be approved by special resolution approved by the shareholders' meeting, and approved by the shareholders' meeting convened respectively by affected class shareholders according to Articles 103 to 107 of the Articles of Association.

**Article 102** The following circumstances shall be deemed as alteration or cancellation of the rights of a certain class of shareholders:

- (1) to increase or decrease the number of such class of shares, or increase or decrease the number of a class of shares with equal or more voting rights, distribution rights and other privileges than such class of shares;
- (2) to convert all or part of such class of shares into another class, or convert all or part of another class of shares into such class or to grant such conversion rights;
- (3) to cancel or decrease the rights attached to such class of shares, the rights to receive dividends already generated or accumulative dividends;
- (4) to decrease or cancel the preferential rights attached to such class of shares to receive dividends or to receive property distribution in liquidation of the Company;
- (5) to increase, cancel or decrease the share conversion rights, option rights, voting rights, transfer rights, preemptive rights to placements and rights to acquire the Company's securities attached to such class of shares;
- (6) to cancel or decrease the right attached to such class of shares to receive the Company's payables in a specific currency;
- (7) to set up a new class of shares enjoying equal or more voting rights, distribution rights or other privileges as such class of shares;
- (8) to restrict transfer or ownership of such class of shares or increase such restriction;
- (9) to issue share subscription rights or share conversion rights of such class of shares or another class of shares;
- (10) to increase rights and privileges of other classes of shares;
- (11) the Company's restructuring plan which will cause the shareholders of different classes of shares to undertake responsibilities disproportionately during restructuring; and
- (12) to modify or abolish provisions contained in this chapter.

**Article 103** The affected class shareholders shall have voting rights at class meetings no matter whether they have voting rights originally at the shareholders' meeting when clauses (2) to (8) and clauses (11) to (12) of Article 102 are involved, but those interested shareholders shall not have voting rights at class meetings.

The meaning of an interested shareholder in the preceding paragraph is as follows:

- (1) when the Company makes a repurchase offer at the same proportion to all shareholders according to Article 26 of the Articles of Association or repurchases its own shares by means of open transaction at a stock exchange, an "interested shareholder" refers to the controlling shareholder;
- (2) when the Company repurchases its own shares outside a stock exchange by way of agreement according to Article 26 of the Articles of Association, an "interested shareholder" refers to the shareholders related to such agreement; and
- (3) in the restructuring plan of the Company, an "interested shareholder" refers to a shareholder assuming responsibilities in a lower proportion than other shareholders of the same class or having different interests from other shareholders of such class.

**Article 104** Resolutions of a class meeting shall be passed through voting by not less than two-thirds of the shareholders with voting rights attending the class meeting according to Article 103 of the Articles of Association.

**Article 105** When the Company convenes a class meeting, a notice shall be issued pursuant to Article 61 of the Articles of Association with respect to the notice period of convening an extraordinary general meeting so as to inform all registered shareholders of such class of shares of the matters to be considered and the date and venue of the meeting.

**Article 106** The notice of class meeting shall be sent to the shareholders with voting rights at such meeting only.

Class meetings shall be held with the same procedures as the shareholders' meeting as far as possible. The articles concerning procedures of shareholders' meetings in the Articles of Association shall apply to class meetings.

**Article 107** The special procedures for voting of class shareholders do not apply to the following cases: as approved at a shareholders' meeting by a special resolution, the Company separately or simultaneously issues A Shares, H Shares or convertible corporate bonds at interval of 12 months and the number of A Shares and H Shares to be issued or the maximum number of the Company's A Shares and H Shares convertible from the convertible corporate bonds does not exceed 20% of the issued and outstanding shares of the respective classes.

## **Chapter 6 Party Committee of the Company**

**Article 108** Pursuant to the provisions of the Companies Law and the Party Constitution, the Company shall establish the Communist Party Committee of Zijin Mining Group Co., Ltd.\* (hereinafter referred to as the "Party Committee"). The Company shall establish the Party's work organisations, which shall be equipped with sufficient number of personnel to handle Party's affairs and provided with adequate funds for operation.

**Article 109** The Party Committee of the Company shall play a leading role in setting direction, overseeing the overall situation, and ensuring implementation. In addition, it shall actively support the Company's operation in compliance with laws. The Party Committee shall discharge its duties and obligations in accordance with the Party Constitution and other internal regulations of the Party:

- (1) to ensure and supervise the thorough implementation of the Party's and the state's principles and policies in the Company;
- (2) to support the shareholders' meeting, the board of directors and the management to discharge their duties according to laws;
- (3) to assume the main responsibility for establishing the Party's conduct and integrity in the Company, to lead and support the Company's disciplinary inspection committee to discharge its duties on supervision, disciplinary enforcement and accountability; and
- (4) to strengthen the development of organisations and team members of the Party at the base level, lead the development of ideological and political work, corporate culture, ideology and culture, and lead organisations such as the trade union, Communist Youth League, etc. of the Company.

**Article 110** The Company shall consult the Party Committee for decisions on material matters.

**Article 111** The Party Committee of the Company shall establish a disciplinary inspection committee to support the Party Committee of the Company in strengthening the establishment of the Party's conduct and integrity, and organise and coordinate anti-corruption tasks.

**Article 112** The Company adheres to a leadership mechanism of "Dual Entry and Cross Appointment". Eligible members of the Party Committee may be appointed to the board of directors and the management through statutory procedures; whilst eligible Party members of the board of directors and the management may be appointed to the Party Committee of the Company in accordance with relevant regulations and procedures.

## **Chapter 7 Directors and Board of Directors**

### **Section 1 General Provisions of Directors**

**Article 113** The Company shall establish a board of directors consisting of 15 directors, including 7 executive directors (including 1 employee director), 1 non-executive director and 7 independent directors.

The board of directors shall consist of 1 chairman, 1 to 2 vice-chairmen as necessary and 1 lead independent director.

An executive director is a director who is in full-time employment in the Company and participates in the production and operation of the Company. A non-executive director is a director, other than an independent director, who is not in full-time employment in the Company and merely discharges the duties of directors according to laws.

An independent director is a director who does not assume other positions in the Company other than director and is free from any relationship with the Company and with a substantial shareholder of the Company which may impede him from exercising impartial and objective judgement.

**Article 114** Mr. Chen Jinghe, the founder of the Company, has been the core leader of the Company since its establishment. He has led the discovery, exploration and successful development of a batch of world-class, super-large mineral deposits including the Zijinshan Gold-Copper Mine. He has established the “Five-Pronged Mining Engineering Model” mining engineering management model, successfully solved key technological and engineering challenges related to low-grade and refractory resources, leading the Company to gradually grow into a globally-leading multinational mining group, forming an innovative concept and corporate culture with Zijin characteristics. In recognition of his significant contributions, the Company has appointed Mr. Chen Jinghe as the lifetime honorary chairman.

The lifetime honorary chairman is the highest honorary position established by the Company. The lifetime honorary chairman shall also serve as a senior advisor to the Company, and the relevant remuneration shall be separately determined by the nomination and remuneration committee of the board of directors.

**Article 115** Directors of the Company shall be natural persons. None of the following persons may serve as a director of the Company:

- (1) a person without capacity for civil conduct or with limited capacity for civil conduct;
- (2) a person who was punished for the crime of corruption, bribery, expropriation or misappropriation of property or disrupting the socialist market economic order, or who was deprived of his political rights as punishment for a criminal offence, and within a period of 5 years after the completion of the punishment, or a person who has been sentenced to probation, and within a period of 2 years from the date of completion of the probation period;
- (3) a person who was a director or a factory manager or a manager of a company or enterprise which became insolvent and liquidated, and who was personally liable for the insolvency of that company or enterprise, and within a period of 3 years from the date of completion of the liquidation proceedings of that company or enterprise;
- (4) a person who was a legal representative of a company or an enterprise which has its business licence revoked for violating the laws or being ordered to close down, and who was personally liable for that revocation, and within a period of 3 years from the date of revocation of the business licence or receipt of the order to close down;
- (5) a person with a relatively large amount of personal debts that have fallen due but have not been settled and who has been listed by the People’s Court as a dishonest person subject to enforcement;
- (6) a person who has been subject to securities market access ban measures by the China Securities Regulatory Commission, where the period has not expired;
- (7) a person who has been publicly recognised by the stock exchanges as unsuitable to serve as a director or senior management of a listed company, where the period has not expired; and
- (8) other circumstances stipulated by laws, administrative regulations or departmental rules.

Where directors are elected or appointed in violation of the provisions of this Article, such election, appointment or engagement shall be invalid. Where a director falls under any of the circumstances set out in this Article during his term of office, the Company shall remove him from office and suspend his duties.

**Article 116** Non-employee directors shall be elected or replaced by the shareholders' meeting, and may be removed from their office by the shareholders' meeting by ordinary resolution before the expiry of their term of office. Employee director shall be elected or replaced by the employee representatives meeting. The term of office of directors is 3 years, and they may be re-elected and re-appointed upon the expiry of their term of office.

The term of office of the directors shall be calculated from the date of assuming office until the end of the term of office of the current board of directors. If the term of office of the directors is due and the new board of directors has not been elected, the existing directors shall discharge their directorship according to the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Without violating the relevant laws, regulations and securities regulatory rules of the places where the Company's shares are listed, any persons appointed by the board of directors as a director to fill a temporary vacancy of the board of directors or to increase the number of directors shall serve only until the first annual general meeting following their appointment, and shall be eligible for re-election and re-appointment at such time.

Directors may concurrently serve as senior management, but the directors who concurrently serve as senior management and the directors who are employee representatives, in aggregate, shall not exceed half of the total number of directors of the Company.

The Company shall enter into appointment contracts with the directors to clarify the rights and obligations between the Company and the directors, the term of office for directors, the responsibilities of directors for violations of laws, regulations and the Articles of Association, as well as compensation for the Company in the event of early termination of the contract, the obligations of directors after leaving office, accountability and recovery matters, etc.

**Article 117** Directors shall abide by the provisions of laws, administrative regulations and the Articles of Association, and owe fiduciary duties to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their functions and powers to seek improper benefits.

Directors owe the following fiduciary duties to the Company:

- (1) not to misappropriate the Company's property or embezzle the Company's funds;
- (2) not to deposit the Company's funds in accounts opened in their own name or in the name of other individuals;
- (3) not to use his functions and powers to bribe others or to accept other forms of illegal income;
- (4) not to directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the board of directors and obtaining the approval by resolution of the board of directors or the shareholders' meeting in accordance with the approval authority for connected transactions under the securities regulatory rules of the places where the Company's shares are listed;
- (5) not to use their positions to obtain for themselves or others business opportunities that belong to the Company, except where they report to the board of directors and obtain approval by resolution of the shareholders' meeting, or where the Company cannot utilise such business opportunities according to the provisions of laws, administrative regulations or the Articles of Association;
- (6) not to operate on their own account or for other businesses of the same type as the Company without reporting to the board of directors and obtaining approval by resolution of the shareholders' meeting;

- (7) not to accept for their own benefit commissions from others in connection with the Company's transactions;
- (8) not to disclose the Company's secrets without authorisation;
- (9) not to use their connected relationships to prejudice the interests of the Company; and
- (10) other fiduciary duties stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Income obtained by directors in violation of the provisions of this Article shall belong to the Company; where losses are caused to the Company, they shall be liable for compensation.

Close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, and other connected persons who have connected relationships with directors and senior management, when entering into contracts or conducting transactions with the Company, shall be subject to the provisions of clause (4) of paragraph 2 of this Article.

**Article 118** Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association, owe duties of diligence to the Company, and shall exercise reasonable care that is normally expected of managers to act in the best interests of the Company in discharging their duties.

Directors owe the following duties of diligence to the Company:

- (1) to exercise the rights granted by the Company with prudence, care and diligence to ensure that the Company's commercial conduct complies with the requirements of national laws, administrative regulations and various national economic policies, and that commercial activities do not exceed the business scope stipulated in the business licence;
- (2) to treat all shareholders fairly;
- (3) to keep informed in a timely manner of the Company's business operation and management status;
- (4) to sign written confirmation opinions on the Company's periodic reports and ensure that the information disclosed by the Company is true, accurate and complete;
- (5) to truthfully provide relevant information and materials to the audit and supervision committee and not to obstruct the audit and supervision committee in discharging its functions and powers; and
- (6) other duties of diligence stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 119** If a director fails to attend 2 consecutive board of directors meetings in person and does not appoint another director to attend the meetings on his behalf, the director concerned would be deemed unable to discharge his duties. The board of directors shall table a request to shareholders' meeting to replace such director. Any director who attends a board of directors meeting via internet, video, telephone, or by other means with equivalent effect shall also be deemed to be present in person.

**Article 120** Directors may resign before the expiry of their term of office. In this case, they shall submit a written resignation report to the Company. The resignation shall take effect on the day the Company receives the resignation report. The Company shall disclose the details within 2 trading days. If the number of directors is lower than the statutory requirements caused by directors' resignations, before the re-election of the board of directors, the resigning director shall discharge his directorship pursuant to provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 121** The Company shall establish a departure management system for directors, specifying safeguard measures for pursuing liability and compensation for unfulfilled public undertakings and other unfinished matters. When a director's resignation takes effect or the term of office expires, he shall complete all handover procedures with the board of directors, and his fiduciary duties to the Company and shareholders shall not be automatically discharged upon the end of his term of office; his obligation to keep confidential the Company's trade secrets shall remain effective after the end of his term of office until such secrets become public information; the duration of other obligations shall be determined according to the principle of fairness, depending on the length of time between the occurrence of the event and the departure from office, and the circumstances and conditions under which the relationship with the Company is terminated. The liabilities that directors shall assume for discharging their duties during their term of office shall not be exempted or terminated due to their departure from office.

**Article 122** The shareholders' meeting may remove non-employee directors by ordinary resolution, and such removal shall take effect on the date when the resolution is made.

If a director is removed before the expiry of his term of office without justifiable reasons, the director may request the Company to provide compensation.

**Article 123** Without provisions in the Articles of Association or the lawful authorisation of the board of directors, no directors shall act on behalf of the Company or the board of directors in their individual name. When a director acts in his individual name in circumstances where a third party reasonably assume that such director is acting on behalf of the Company or the board of directors, such director shall declare his position and identity in advance.

**Article 124** Where a director causes damage to others in the course of discharging the Company's duties, the Company shall be liable for compensation; where the director has acted with intent or gross negligence, he shall also be liable for compensation.

Where a director violates the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association in the course of discharging the Company's duties and causes losses to the Company, he shall be liable for compensation.

## **Section 2      Board of Directors**

**Article 125**      The board of directors shall exercise the following functions and powers:

- (1) to convene shareholders' meetings and report on its work to the shareholders' meeting;
- (2) to execute the resolutions of the shareholders' meeting;
- (3) to decide on the business plans and investment proposals of the Company;
- (4) to formulate profit distribution plans and loss coverage plans of the Company;
- (5) to formulate plans for the increase or reduction in the registered capital of the Company and for the issue of Company's debentures or other securities, and listing schemes;
- (6) to propose plans for the Company's major acquisitions, repurchase of the Company's shares due to the circumstances stipulated in the clauses (1) and (2) of Article 25 of the Articles of Association or merger, division or dissolution, change of form of the Company;
- (7) to consider major transactions of the Company, including external investments, acquisitions and disposals of assets, asset pledges, external guarantee matters, entrusted wealth management, connected transactions, external donations and other matters that do not meet the thresholds for consideration by the shareholders' meeting;
- (8) to determine a repurchase of the Company's shares under the circumstances specified in clauses (3), (5) and (6) of Article 25 of the Articles of Association;
- (9) to determine the establishment of the Company's internal management organisations;
- (10) to determine to appoint or dismiss the president of the Company or secretary to the board of directors according to the nomination of the chairman, and determine matters in relation to their remunerations, rewards and punishments; to determine to appoint or dismiss senior management, including the standing vice-president, vice-presidents, chief financial officer, joint chief financial officer and chief engineer of the Company according to the nomination of the president, and determine matters in relation to their remunerations, rewards and punishments;
- (11) to formulate the basic management system of the Company;
- (12) to formulate proposals for amendments to the Articles of Association of the Company;
- (13) to manage the information disclosure matters of the Company;
- (14) to seek shareholders' approval in the shareholders' meeting for the appointment or replacement of the accounting firm for the Company's audit;
- (15) to listen to work report of the president and review the work of the president of the Company; and
- (16) other functions and powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, or the shareholders' meeting.

**Article 126**      The board of directors of the Company shall explain to the shareholders' meeting the modified audit opinion issued by the certified public accountant on the Company's financial report.

**Article 127**      The board of directors shall formulate rules governing the procedures of board of directors meetings to ensure implementation of resolutions of shareholders' meetings by the board of directors, improve work efficiency and ensure scientific decision-making. The rules governing the procedures of board of directors meetings shall be an annex to the Articles of Association, drafted by the board of directors and approved by the shareholders' meeting.



**Article 128** The board of directors shall set up stringent review and decision-making procedures for external investments, acquisitions and disposals of assets, asset pledges, external guarantee matters, entrusted wealth management, connected transactions, external donations and other matters. Significant investment projects shall be reviewed by relevant experts and professionals, and tabled to the shareholders' meeting for approval.

Other than the matters reaching the decision-making thresholds of the shareholders' meeting under the Companies Law, the Securities Law, securities regulatory rules of the places where the Company's shares are listed and other relevant provisions, all other matters shall be made by the board of directors or the organisation(s) or person(s) authorised by the board of directors. The specific authority shall be specified in the Company's corresponding rules and policies.

**Article 129** The chairman of the board of directors shall exercise the following functions and powers:

- (1) to preside over shareholders' meetings and to convene and preside over board of directors meetings;
- (2) to determine whether to include a proposal in the agenda of board of directors meetings;
- (3) to supervise and monitor the execution of resolutions of the board of directors; to listen to regular or non-periodic work reports from the Company's senior management, and to provide guiding opinions on the execution of the resolutions of the board of directors;
- (4) to sign important documents of the board of directors;
- (5) to request for convention of extraordinary board of directors meetings;
- (6) to nominate candidates for the president and secretary to the board of directors of the Company; and
- (7) other functions and powers conferred by the board of directors.

**Article 130** Vice-chairman of the Company shall assist the work of the chairman. Where the chairman is unable to discharge his duties or fails to discharge his duties, a vice-chairman shall take up and discharge the duties (if the Company has 2 or more than 2 vice-chairmen, a vice-chairman jointly nominated by over half of the directors shall discharge such duties); if the vice-chairman is unable to discharge his duties or fails to discharge his duties, a director jointly nominated by over half of the directors shall discharge the duties.

**Article 131** The board of directors meetings are divided into regular meetings and extraordinary meetings. Regular meetings of the board of directors shall be convened at least 4 times every year. Such meetings shall be convened by the chairman by giving notice in writing to all the directors at least 14 days prior to the meetings.

**Article 132** An extraordinary board of directors meeting may be convened at the request of shareholders representing not less than one-tenth of the voting rights, not less than one-third of the directors, not less than half of the independent directors, the chairman, the president or the audit and supervision committee. The chairman of the board of directors shall convene and preside over a board of directors meeting within 10 days after receipt of such request.

**Article 133** The notice for convening an extraordinary board of directors meeting shall be made by the issuance of a written notice to all directors not less than 5 days before such meetings. If there is any emergency situation which requires an extraordinary board of directors meeting to be convened as soon as possible, the meeting notice can be made any time by phone or by other verbal means (not subject to the aforesaid time constraint of giving notice not less than 5 days before such meeting). However, the convenor shall explain such matter at the meeting.

**Article 134** The meeting notice of a board of directors meeting shall include the following:

- (1) the time, venue and duration of the meeting;
- (2) the method of convening the meeting;
- (3) the matters proposed for consideration;
- (4) the convenor and chairman of the meeting, the proposer of an extraordinary meeting and his written proposal; and
- (5) the date of the notice.

An oral meeting notice shall at least include the contents of the clauses (1) and (2) above.

Proposals of the board of directors meeting may be despatched simultaneously with the meeting notice, or despatched after the meeting notice is issued, but shall be despatched no later than 3 days prior to the meeting. If there is a delay in despatch, the proposer shall explain the reasons at the meeting, ensuring that directors have ample time to review and discuss. Once the proposals of the meeting are despatched, in principle, they shall not be modified; any necessary supplements or adjustments shall be limited to non-essential contents and an updated version shall be despatched in a timely manner.

**Article 135** Board of directors meetings can only be convened with the presence of over half of the total directors. Except for matters specified in clauses (5) to (7) and (12) of Article 125 of the Articles of Association which must be passed by over half of all directors and the affirmative votes of not less than two-thirds of the directors present at the meeting, other matters may be passed by over half of all directors.

Each director shall have one vote in the voting on resolutions of the board of directors meetings.

**Article 136** Where a director has a connected relationship with the enterprise or individual involved in the matters to be resolved at a board of directors meeting, such director shall promptly submit a written report to the board of directors. A director with a connected relationship shall not exercise voting rights on such resolution, nor shall such director exercise voting rights on behalf of other directors. Such board of directors meeting may be held with a quorum of over half of the non-connected directors, and the resolutions passed at the board of directors meeting shall be approved by over half of the non-connected directors. If there are fewer than 3 non-connected directors attend the board of directors meeting, such matter shall be submitted to the shareholders' meeting for consideration.

**Article 137** Meetings and voting of the board of directors shall be conducted by means of on-site meetings, electronic communications or a combination of both.

**Article 138** Directors shall attend board of directors meetings in person. If a director is unable to attend a board of directors meeting for any reasons, the director shall appoint another director in writing to attend the meeting on his behalf. The appointment letter shall contain the appointee's name, matters delegated, scope of authorisation, valid time limit and other information, and shall be signed or chopped by the appointer. The director attending as a representative shall exercise the director's rights within the scope of authorisation. If a director is absent from a board of directors meeting without appointing a representative to attend the meeting, the director shall be regarded as giving up his voting rights at such board of directors meeting.

**Article 139** The board of directors shall keep minutes of its decisions on the matters discussed at the board of directors meetings. The directors attending the meeting shall sign the minutes of that meeting.

The board minutes shall be archived as the Company's record and shall be kept for not less than 10 years.

**Article 140** Minutes of a board of directors meeting shall include the following:

- (1) the date, venue and name of the convenor of the meeting;
- (2) the names of the directors present and the names of the appointed directors (representative) attending the board of directors meeting on behalf of other directors;
- (3) the agenda of the meeting;
- (4) the key points of directors' speeches; and
- (5) the voting method and results for each resolution item (the voting results shall specify the number of votes for, against and abstain).

### **Section 3 Independent Directors**

**Article 141** Independent directors shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, earnestly discharge their duties, play the role of participating in decision-making, monitoring and balancing, and providing professional consultation in the board of directors, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.

**Article 142** Independent directors shall maintain independence. The following persons shall not be appointed as independent directors of the Company:

- (1) employees of the Company or its subsidiaries, their spouses, parents, children and major social associates;
- (2) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank in the top 10 shareholders of the Company, as well as their spouses, parents and children;
- (3) employees of shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or who rank in the top 5 shareholders of the Company, as well as their spouses, parents and children;
- (4) employees of the subsidiaries of the Company's controlling shareholder or actual controller, as well as their spouses, parents and children;

- (5) personnel who have significant business relations with the Company, its controlling shareholder, actual controller or their respective subsidiaries or personnel serving in units with significant business relations and their controlling shareholder or actual controller;
- (6) personnel who provide financial, legal, consulting, underwriting and other services to the Company, its controlling shareholder, actual controller or their respective subsidiaries, including but not limited to all members of project teams, personnel involved in reviewing at various levels, signatories thereon, partners, directors, senior management and key responsible individuals of the intermediary institutions which provide services;
- (7) persons who fall within the above clauses (1) to (6) within the recent 12 months; and
- (8) other individuals who do not meet the independence requirements as specified by laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The subsidiaries of the Company's controlling shareholder and actual controller referred to in clauses (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company but do not have any connected relationships with the Company in accordance with the relevant regulations.

Independent directors shall conduct a self-assessment of their independence every year and submit the self-assessment results to the board of directors. The board of directors shall conduct an annual assessment of the independence of the current independent directors and provide specific opinions, which shall be disclosed simultaneously with the annual report.

**Article 143** Persons serving as independent directors of the Company shall meet the following conditions:

- (1) being qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (2) meeting the independence requirements stipulated in the Articles of Association;
- (3) possessing basic knowledge of the operation of a listed company, being familiar with the relevant laws, regulations and rules;
- (4) possessing not less than 5 years of work experience in laws, accounting, economics, etc. necessary to discharge his duties as an independent director;
- (5) possessing good personal character and no adverse records of major dishonesty; and
- (6) meeting other requirements stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 144** As members of the board of directors, independent directors shall owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently discharge the following duties:

- (1) to participate in decision-making of the board of directors and express clear opinions on matters under consideration;
- (2) to supervise potential material conflict of interest matters between the Company and its controlling shareholder, actual controller, directors and senior management, and protect the lawful rights and interests of minority shareholders;
- (3) to provide professional and objective advice on the Company's operation and development, and promote the improvement of the decision-making level of the board of directors; and
- (4) other duties stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 145** Independent directors shall exercise the following special functions and powers:

- (1) to independently engage intermediary institutions to carry out audit, consultation or verification on the specific matters of the Company;
- (2) to propose to the board of directors to convene an extraordinary general meeting;
- (3) to propose the convening of a board of directors meeting;
- (4) to publicly solicit shareholders' rights from shareholders in accordance with laws;
- (5) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders; and
- (6) other functions and powers stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The independent directors shall obtain the consent of more than half of all the independent directors in exercising their functions and powers under clauses (1) to (3) of the preceding paragraph.

If the independent directors exercise the functions and powers stipulated in paragraph 1, the Company shall disclose such matter in a timely manner. If the aforesaid functions and powers cannot be exercised in a normal manner, the Company shall disclose the specific circumstances and reasons.

**Article 146** The following matters shall be tabled to the board of directors for consideration after the consent of more than half of all the independent directors of the Company is obtained:

- (1) discloseable connected transactions;
- (2) proposals for modifying or waiving the undertakings by the Company and the relevant parties;
- (3) decisions made and measures taken regarding the acquisition by the board of directors of a listed company being acquired; and
- (4) other matters stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 147** The Company shall establish a special meeting mechanism attended by solely independent directors. When the board of directors considers connected transactions and other matters, they shall be approved in advance by the special meeting of independent directors.

The Company shall convene special meetings of independent directors regularly or from time to time. Matters listed in clauses (1) to (3) of the first paragraph of Article 145 and Article 146 of the Articles of Association shall be considered by special meetings of independent directors.

Special meetings of independent directors may study and discuss other matters of the Company as needed.

Special meetings of independent directors shall be convened and presided over by the lead independent director; when the convenor fails to discharge or is unable to discharge his duties, 2 or more independent directors may convene the meeting on their own and nominate a representative to preside over the meeting.

Meeting minutes of the special meetings of independent directors shall be prepared pursuant to the regulations. The opinions of the independent directors shall be recorded in the meeting minutes. Independent directors shall sign to confirm the meeting minutes.

The Company shall provide convenience and support for the holding of the special meetings of independent directors.

## **Section 4      Specialised Committees of the Board of Directors**

**Article 148**      The board of directors of the Company shall establish 4 specialised committees, namely a strategic and sustainable development (ESG) committee, an execution and investment committee, an audit and supervision committee and a nomination and remuneration committee. The board of directors shall formulate separate rules to clarify the functions, responsibilities, powers, restrictions and rules governing the procedures of meetings of each specialised committee.

**Article 149**      The strategic and sustainable development (ESG) committee of the board of directors is responsible for analysing the global economy and industry conditions, studying the Company's development strategies by making reference to the enterprise's actual situation, providing opinions and suggestions on the board of directors' formulation of medium- and long-term development strategies, external public policies, sustainable development and ESG policies; drafting the Company's medium- and long-term development strategies, and relevant work related to strategic development and research required by the board of directors.

**Article 150**      The execution and investment committee of the board of directors shall consist of the Company's executive directors. It is responsible for the daily operations of the board of directors when no board of directors meetings are held, and is responsible for inspecting and implementing the execution of resolutions of the shareholders' meeting and the board of directors, making decisions and execution within the scope of authorisation of the board of directors, external acquisitions, construction and investments, asset disposals and other transactions, and formulating of key rules and regulations and determining establishment of key organisations on behalf of the board of directors.

**Article 151**      The audit and supervision committee of the board of directors shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, enhancing the corporate governance level of the Company's global operations and exercising the functions and powers of a supervisory committee as stipulated in the Companies Law. The audit and supervision committee shall consist of 6 members, including 5 independent directors. The chief officer and concurrently the convenor of the committee shall be served by an independent director who is an accounting professional.

The following matters shall be submitted to the board of directors for consideration after being approved by over half of all members of the audit and supervision committee:

- (1) disclosure of financial statements and financial information in periodic reports, and internal control evaluation reports;
- (2) appointment or removal of the accounting firm that undertakes the listed company's audit;
- (3) appointment or dismissal of the listed company's chief financial officer;
- (4) changes in accounting policies or accounting estimates for reasons other than changes in accounting standards, or corrections of material accounting errors;
- (5) exercising the statutory functions and powers of the original supervisory committee as stipulated in the Companies Law:
  1. to inspect on the financial affairs of the Company;
  2. to supervise the discharge of duties by the directors and senior management, and make recommendations on the removal of directors and senior management who have violated laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting;
  3. to require the directors or senior management whose conduct causes any harm to the interests of the Company to rectify such conduct;

4. to propose the convening of an extraordinary general meeting, and convene and preside over a shareholders' meeting when the board of directors fails to perform the duty of convening and presiding over a shareholders' meeting as prescribed in the Companies Law;
  5. to submit proposals to the shareholders' meeting; and
  6. to file lawsuits against directors and senior management pursuant to the provisions of the Companies Law;
- (6) to guide the establishment of the Company's compliance and governance systems for its globalised operations, provide professional consulting opinions on matters involving material compliance risk, promote the entire process of project development and operation to align with international best practices, and facilitate the coordination and integration of compliance requirements across various fields, such as law, finance, taxation and environmental protection, with local laws, regulations and international treaties.
- (7) other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The audit and supervision committee shall convene meetings at least once every quarter. When 2 or more members propose, or when the convenor deems necessary, an extraordinary meeting may be convened. Meetings of the audit and supervision committee shall require the attendance of not less than two-thirds of the members to be held.

Resolutions of the audit and supervision committee shall be passed by over half of the members of the audit and supervision committee.

Voting on resolutions of the audit and supervision committee shall be one vote per person.

Meeting minutes shall be prepared for resolutions of the audit and supervision committee pursuant to regulations, and members of the audit and supervision committee attending the meeting shall sign the meeting minutes.

**Article 152** The nomination and remuneration committee of the board of directors shall be responsible for developing selection criteria and procedures for directors and senior management, and selecting and reviewing the candidates and qualifications of directors and senior management; responsible for developing assessment standards for directors and senior management and conducting assessments, developing and reviewing remuneration policies and proposals for directors and senior management, including remuneration determination mechanisms, decision-making processes, payment and suspension and clawback arrangements. The nomination and remuneration committee shall make recommendations to the board of directors on the following matters:

- (1) nomination and removal of directors;
- (2) appointment or dismissal of senior management;
- (3) remunerations of directors and senior management;
- (4) formulation or modification of equity incentive schemes and employee stock ownership schemes, and the satisfaction of conditions for the participants to be granted rights and exercise rights;
- (5) shareholding plans of directors and senior management in subsidiaries proposed to be spun off; and
- (6) other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Where the board of directors does not adopt or does not fully adopt the recommendations of the nomination and remuneration committee, it shall record the opinions of the nomination and remuneration committee and the specific reasons for not adopting in the resolution of the board of directors and make disclosure.

## **Chapter 8     President and Other Senior Management**

**Article 153**     The Company shall have 1 president and 1 secretary to the board of directors, who shall be nominated by the chairman of the board of directors and whose appointments or dismissals shall be determined by the board of directors.

The Company shall have other senior management, including the standing vice-president, vice-presidents, chief financial officer and joint chief financial officer and chief engineer. They shall be nominated by the president and their appointments and dismissals shall be determined by the board of directors.

**Article 154**     The provisions in the Articles of Association regarding circumstances under which a person shall not serve as a director and the departure management system shall also apply to senior management.

The provisions in the Articles of Association regarding the fiduciary duties and duties of diligence of directors shall also apply to senior management.

**Article 155**     Personnel who hold administrative positions other than director or supervisor in the controlling shareholder's units shall not serve as senior management of the Company.

Senior management of the Company shall only receive remunerations from the Company and shall not have their remuneration paid by the controlling shareholder.

**Article 156**     The president shall serve a term of 3 years for each term. The president may serve consecutive terms upon re-appointment.

**Article 157**     The president shall be accountable to the board of directors and shall exercise the following functions and powers:

- (1) to be in charge of the production, operation and management of the Company, organise the implementation of the resolutions of the board of directors, and to report work to the board of directors;
- (2) to organise the implementation of the Company's annual business plans and investment plans;
- (3) to draft the plan for establishment of the Company's internal management organisation;
- (4) to draft the Company's basic management system;
- (5) to formulate the specific rules and regulations of the Company;
- (6) to propose the appointment and dismissal of the standing vice-president, vice-presidents, chief financial officer and joint chief financial officer, chief engineer of the Company, etc. to the board of directors;
- (7) to determine the appointment or dismissal of the management personnel other than those whose appointment or dismissal shall be determined by the board of directors;
- (8) to propose the convening of extraordinary board of directors meetings;
- (9) to be responsible for organising and leading the daily operation of the Company's internal control; and
- (10) other functions and powers conferred by the Articles of Association or the board of directors.



The president who is not a director shall be present at the board of directors meetings.

**Article 158** The president shall formulate the terms of reference of the president, which shall be implemented after approval by the board of directors.

**Article 159** The terms of reference of the president shall include the following contents:

- (1) the conditions, procedures for convening president's office meetings and the personnel to attend;
- (2) the specific duties and division of work of the president and other senior management;
- (3) the authority for utilisation of the Company's funds and assets, signing of major contracts and the reporting system to the board of directors; and
- (4) other matters deemed necessary by the board of directors.

**Article 160** The president may resign before his term of office expires. The specific procedures and methods for the resignation of the president shall be stated in the service contract between the president and the Company.

**Article 161** The Company's standing vice-president, vice-presidents, chief financial officer and joint chief financial officer and chief engineer shall assist the president in handling the Company's affairs. They shall be nominated by the president and their appointments or removals shall be determined by the board of directors.

**Article 162** The Company shall have a secretary to the board of directors who shall be responsible for the preparation of shareholders' meetings and board of directors meetings, document custody and management of the Company's shareholder information, handling information disclosure matters and other matters. As the Company is dual-listed in the PRC and Hong Kong, the Company shall have an A Share securities affairs representative and H Share company secretary(ies) to assist the secretary to the board of directors in discharging duties.

The secretary to the board of directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

**Article 163** Where senior management cause damage to others in the course of discharging the Company's duties, the Company shall be liable for compensation; where senior management have acted with intent or gross negligence, they shall be liable for compensation.

Where senior management violate the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association in the course of discharging the Company's duties and cause losses to the Company, they shall be liable for compensation.

The Company shall enter into appointment contract with senior management to clarify the rights and obligations of both parties, the liabilities of senior management for violations of laws, regulations and the Articles of Association, as well as obligations after departure and matters related to accountability and recovery.

**Article 164** Senior management of the Company shall faithfully discharge their duties and safeguard the best interests of the Company and all shareholders.

Where senior management of the Company fail to faithfully discharge their duties or breach their duty to act in good faith and cause prejudice to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with laws.

## **Chapter 9 Financial and Accounting Systems, Profit Distributions and Audit**

### **Section 1 Financial and Accounting Systems**

**Article 165** The Company shall formulate its own financial and accounting systems in accordance with the provisions of laws, administrative regulations and the relevant departments of the state.

**Article 166** The Company shall submit and disclose the Company's annual report, within 4 months after the end of a financial year, to the Fujian Regulatory Bureau of the China Securities Regulatory Commission and the stock exchanges. The Company shall submit and disclose the Company's interim report, within 2 months from the end of the first half of each financial year, to the Fujian Regulatory Bureau of the China Securities Regulatory Commission and the stock exchanges.

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

**Article 167** The Company shall not establish any account books other than the statutory account books. The Company's funds shall not be deposited in any accounts opened in the name of any individuals.

**Article 168** During distribution of after-tax profits for the current year, the Company shall make provision for statutory surplus reserve at the amount of 10% of the profit. Provision for statutory surplus reserve is optional if the aggregate balance of the statutory surplus reserve is not less than 50% of the Company's registered capital.

Where the Company's statutory surplus reserve is insufficient to cover losses of previous years, the current year's profits shall first be used to cover losses before being allocated to the statutory surplus reserve in accordance with the preceding paragraph.

After the Company has allocated after-tax profits to the statutory surplus reserve, it may, upon a resolution of the shareholders' meeting, also allocate after-tax profits to the discretionary surplus reserve.

The remaining after-tax profits after the Company has covered losses and made allocations to the reserves shall be distributed in proportion to the shareholdings of the shareholders.

Where the shareholders' meeting distributes profits to shareholders in violation of the Companies Law, the shareholders shall return to the Company the profits distributed in violation of the provisions; where losses are caused to the Company, the shareholders and the directors and senior management who are responsible shall be liable for compensation.

Shares of the Company held by the Company shall not participate in the profit distributions.

The Company shall appoint 1 or more collection agents in Hong Kong to be responsible for collecting dividends declared by the Company on its securities listed on the Hong Kong Stock Exchange, as well as other amounts payable. The collection agents shall hold such amounts on behalf of the holders of such securities until they are paid to the holders.

**Article 169** The Company adopts the following profit distribution policy:

(1) Principles of profit distributions

The Company shall attach great importance to the reasonable returns to investors in the distribution of its profit, while taking into account the sustainable development of the Company, and maintaining the continuity and stability of the profit distribution policy which shall comply with the provisions of relevant laws and regulations. The profits distributed by the Company shall not exceed the amount of the accumulated distributable profits, and shall not damage the Company's capacity in sustainable operation. The Company shall actively promote the distribution of cash dividends.

(2) Form of profit distributions

The Company may distribute dividends in cash, shares or other means as permitted by laws and regulations. Among the above means of profit distributions, the Company takes distribution of cash dividends as the preferential mean.

(3) Conditions of distribution of cash dividends

In accordance with the provisions of relevant laws, regulations and the Articles of Association, when the distributable profit of current year's net realised profit of the Company after covering losses, full provisions of statutory reserve and discretionary surplus reserve is positive, and the audit institution has issued a standard unqualified audit report on the Company's annual financial report (financial report in relation to interim profit distribution in cash can be unaudited), the Company shall propose a cash distribution plan except under special circumstances (such as material investment plans or material cash expenditures, etc.).

When the Company meets the above conditions of profit distribution in cash but does not distribute cash dividends for special reasons, the board of directors shall provide specific reasons for not distributing cash dividends, and the usage of non-distributed retained profits, and after the independent directors have expressed their opinions, it shall be tabled to the shareholders' meeting for consideration.

(4) The board of directors of the Company shall comprehensively take into account factors including the characteristics of the industry in which the Company operates, the Company's development stage, its own business model, profitability, any substantial capital expenditure arrangements, etc., to identify the Company's situation into the following circumstances and propose a differentiated cash distribution policy according to the procedures as stated in the Articles of Association: 1. When the Company's development is in maturity stage without a substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividends in the profit distribution shall not be less than 80%; 2. When the Company's development is in maturity stage with substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividend in the profit distribution shall not be less than 40%; 3. When the Company's development is in growth stage with substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividends in the profit distribution shall not be less than 20%; if the development stage of the Company cannot be easily identified but there are substantial capital expenditure arrangements, it can be handled in accordance with the preceding paragraph.

(5) Interval and proportion of profit distributions

Subject to the premise of fulfilling the profit distribution conditions under the provision of the Articles of Association, the Company shall carry out profit distribution at least once a year. The board of directors of the Company can propose to distribute interim cash dividends depending on the operating results and capital requirements of the Company.

On satisfaction of the aforesaid conditions to distribute dividends in cash, the Company's cumulative distribution of cash dividends for the last 3 years shall not be less than 60% of the average annual distributable profits realised for the last 3 years. In principle, the Company's annual distribution of cash dividends shall not be less than 15% of the realised distributable profits for the year (excluding the accumulated undistributed profits of last year).

(6) Conditions for the distribution bonus shares

On the premise of satisfying the above cash dividend ratio, the board of directors of the Company may consider adopting methods such as distribution of bonus shares and conversion of reserves into share capital for distribution. The Company shall consider the scale of the existing share capital during the distribution of bonus shares, and pay attention to the simultaneous growth in share capital and operating performance.

(7) Formulation procedures of profit distribution plans

According to the provisions of the Articles of Association, the board of directors of the Company may, after fully considering a variety of factors such as the Company's profitability, cash flows, repeat production by the Company, investment needs and taking into account the requests of shareholders (especially minority shareholders) and the opinions of independent directors, propose the annual or interim profit distribution proposal and table it to the board of directors for consideration.

The profit distribution proposal shall be approved by voting by over half of all directors of the board of directors at the board of directors meeting. The profit distribution plan shall be approved by voting by over half of the voting rights held by shareholders attending the shareholders' meeting. If the shareholders' meeting considers the proposal of distributing dividends by bonus shares or conversion of reserves into share capital for distribution, the proposal shall be approved by over two-thirds of the voting rights held by shareholders attending the shareholders' meeting.

When formulating the cash dividend distribution proposal, the board of directors of the Company shall actively communicate and exchange views with shareholders, especially minority shareholders through a variety of channels (including but not limited to telephone, fax and e-mail communication), to fully listen to their views and requests, and provide timely responses to minority shareholders' concerns. Where the independent directors are of the view that the specific cash dividend distribution proposal may prejudice the rights and interests of the Company or minority shareholders, they shall have the right to express independent opinion.

(8) Amendment procedures of profit distribution policy

If there are major changes in the external environment or the Company's own operating conditions which require the adjustment of the profit distribution policy, the Company shall fully consider the protection of the interests of the minority shareholders. The amended profit distribution policy shall not violate the provisions of relevant laws, regulations and regulatory documents. The proposal to amend the profit distribution policy shall be submitted to the board of directors and shareholders' meeting for consideration.

When the board of directors considers a proposal for amendment of the profit distribution policy, it shall be approved by voting by over half of all the members of the audit and supervision committee and not less than two-thirds of all directors of the board of directors. When the shareholders' meeting considers a proposal for amendment of the profit distribution policy, it shall be approved by not less than two-thirds of the voting rights held by shareholders attending the shareholders' meeting.

The board of directors shall fully listen to the opinions of shareholders (especially minority shareholders) and independent directors of the Company when considering the amendment of profit distribution policy, especially the distribution of cash dividends.

(9) The Company's shareholders and independent directors shall supervise the execution progress and decision-making procedures of the Company's profit distribution policy executed by the board of directors and management.

(10) During the implementation of the profit distribution plan, if there are any shareholders illegally occupying the Company's funds, the Company shall deduct the cash dividends allocated to such shareholders to repay the amount of funds occupied.

(11) The power to forfeit the unclaimed dividends shall be exercised after the relevant validity period expired.

(12) The board of directors of the Company shall comply with the provisions of applicable laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the profit distribution policy set out in the Articles of Association when formulating, considering and executing the specific profit distribution plan.

(13) The Company shall disclose in the periodic reports the execution progress of distribution plan and cash dividend distribution policy during the reporting period, and explain whether they have complied with relevant laws and regulations.

**Article 170** The objective of the Company's cash dividend policy is stable and growing dividends.

Where the Company has, in the most recent year, an audit report that is not unqualified or an unqualified opinion with a paragraph on material uncertainty related to going concern, or where the year-end debt-to-asset ratio exceeds 70%, or where the net cash flows from operating activities for the year are negative, or where the Company has a material investment plan or material capital expenditure plan within the next 12 months such that cash dividends may result in the Company's cash flows being unable to meet the Company's investment or operating needs, or where other circumstances as provided in laws, regulations, the China Securities Regulatory Commission and the securities regulatory rules of the places where the Company's shares are listed arise, profit distribution may not be conducted.

**Article 171** After the shareholders' meeting of the Company has made a resolution on the profit distribution plan, or after the board of directors of the Company has, based on the conditions and upper limit for interim dividends for the next year as considered and approved by the annual general meeting, formulated a specific plan, the distribution of dividends (or shares) shall be completed within 2 months.

**Article 172** Dividends and other amounts paid by the Company to holders of A Shares shall be denominated and declared in Renminbi and paid in Renminbi. Dividends or other amounts paid by the Company to holders of H Shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars.

Subject to the relevant laws, regulations, rules and regulatory documents, the Company may exercise the right to forfeit unclaimed H Share dividends, provided that such right may only be exercised after the relevant validity period expired.

The Company shall have the right to cease sending dividend warrants by post to holders of H Shares, provided that such right shall not be exercised until such warrants have been left unrepresented on 2 consecutive occasions. If the dividend warrant fails to reach the recipient and is returned when first sent by post, the Company may immediately exercise such right.

The Company shall have the right to sell, in such manner as the board of directors thinks fit, the shares of holders of H Shares who cannot be traced, provided that the following conditions are complied with:

- (1) the Company has distributed at least 3 dividend payments in respect of such shares within 12 years, and no dividend has been claimed during such period;
- (2) upon expiry of the 12-year period, the Company has published an announcement in 1 or more newspapers in the places where the Company's shares are listed, stating its intention to sell the shares and has notified the securities supervisory and regulatory authority in Hong Kong.

Where the Company forfeits unclaimed dividends pursuant to the authorisation of the board of directors, such power may only be exercised 6 years after, or on and after the date falling 6 years from, the date of declaration of the dividends.

**Article 173** The Company's reserves can be used to cover the Company's losses, expand the production and operation scale, or convert into the Company's registered capital.

When the Company uses its reserves to cover its losses, discretionary surplus reserve and statutory surplus reserve shall be first used. If the losses still cannot be covered, capital reserve can be used in accordance with the provisions.

When statutory reserve is converted to increase the registered capital, the residual amount of such reserve shall not be less than 25% of the registered capital of the Company prior to the conversion.

## **Section 2 Internal Audit**

**Article 174** The Company shall implement an internal audit system. The audit and supervision department of the Company shall be responsible for formulating the annual audit plan, allocating audit resources, and implementing internal audit on the Company and its subsidiaries. The Company's internal audit system shall be implemented after approval by the board of directors and shall be disclosed to the public.

**Article 175** The Company's internal audit institution shall conduct supervision and inspection over matters such as the Company's business activities, risk management, internal control and financial information. It shall be accountable to the board of directors and the audit and supervision committee of the board of directors. It shall report the previous year's work summary and the current year's audit and supervision work plan to the committee at the beginning of each year. The board of directors shall issue an annual internal control evaluation report based on the evaluation report and related materials prepared by the audit and supervision department and reviewed by the audit and supervision committee.

**Article 176** When the audit and supervision committee communicates with external audit units such as accounting firms and state audit authorities, the audit and supervision department shall actively cooperate and provide the necessary support and assistance.

**Article 177** The assessment of the audit and supervision department and its person-in-charge shall be organised and implemented by the audit and supervision committee.

### **Section 3 Appointment of an Accounting Firm**

**Article 178** The Company shall engage an accounting firm that complies with the stipulations of the Securities Law to conduct audits of financial statements, verification of net assets and other related consulting services, with a term of 1 year, which may be re-appointed.

**Article 179** The appointment or removal of the accounting firm by the Company shall be determined by the shareholders' meeting. The board of directors shall not appoint an accounting firm prior to the decision of the shareholders' meeting.

**Article 180** The Company shall ensure that it has provided the appointed accounting firm with authentic and complete account vouchers, account books, financial accounting reports and other accounting information, and shall not refuse to provide, conceal or make false reports.

**Article 181** The audit fees of the accounting firm shall be determined by the shareholders' meeting.

**Article 182** Where the Company determines to remove or not to re-appoint an accounting firm, it shall give a 30-day notice to such accounting firm. When the shareholders' meeting votes on the removal of the accounting firm, the accounting firm shall have the right to make representations.

Where the accounting firm resigns, it shall inform the shareholders' meeting as to whether there are any irregularities in the Company.

## **Chapter 10 Notices and Announcements**

### **Section 1 Notices**

**Article 183** Notices of the Company shall be delivered with the following methods:

- (1) delivery by designated persons;
- (2) by mail or other electronic communication means;
- (3) by way of announcement; and
- (4) other forms as provided in the Articles of Association.

**Article 184** Notices issued by the Company in the form of announcements shall be deemed received by all relevant parties upon their publication.

**Article 185** Notices of convening shareholders' meetings of the Company shall be given by way of announcement.

Unless the context otherwise requires, "announcement" as referred to in the Articles of Association, in respect of announcements to holders of A Shares or announcements required to be made within China in accordance with the relevant provisions and the Articles of Association, means the publication of information on the website of the Shanghai Stock Exchange, the Company's website and media meeting the regulatory requirements of departmental rules (collectively, the "statutory disclosure media"); in respect of announcements to holders of H Shares or announcements required to be made in Hong Kong in accordance with the relevant provisions and the Articles of Association, such announcements shall be published on the Company's website, the website of the Hong Kong Stock Exchange and other websites as required under the relevant rules of the Hong Kong Stock Exchange in accordance with the relevant rules of the Hong Kong Stock Exchange.

For the purpose of the Company providing and/or despatching "corporate communications" to holders of H Shares as required under the securities regulatory rules of the places where the Company's shares are listed, and subject to compliance with the requirements of such rules, the Company may send or provide corporate communications to the holders of H Shares of the Company by electronic means, or by publishing information on the Company's website, or on the website of the stock exchanges of the places where the Company's shares are listed, in lieu of despatching corporate communications to holders of H Shares by delivery by designated persons or by prepaid mail.

"Corporate communications" as referred to in the preceding paragraph means any documents issued or to be issued by the Company for reference or action by any holders of H Shares of the Company or other persons as required under the Hong Kong Listing Rules, including but not limited to:

- (1) the Company's periodic reports (including annual reports, interim reports, audit reports and summaries of periodic reports, etc.);
- (2) notices of meetings;
- (3) listing documents;
- (4) circulars; and
- (5) proxy forms (proxy forms shall have the meaning ascribed to them under the listing rules of the stock exchanges of the places where the Company's shares are listed).



**Article 186** The notices of board of directors meeting of the Company shall be given in the manner prescribed in Article 183 of the Articles of Association.

**Article 187** For notices delivered by designated persons, the recipient shall sign (or stamp) the delivery receipt, and the date on which the recipient signs for receipt shall be deemed the date of receipt. For notices delivered by mail, the notices shall be deemed received on the fifth working day after it has been delivered to the post office. For notices sent by email, the notices shall be deemed received when the email is first successfully sent to the recipient's designated email address. For notices made in the form of announcement, the first date of publication of the announcement shall be deemed the date of receipt.

**Article 188** If, due to an accidental omission, a notice of meeting is not sent to a person entitled to receive such notice, or if such person does not receive the notice of meeting, the meeting and the resolutions passed at the meeting shall not be invalid solely for that reason.

## **Section 2 Announcements**

**Article 189** The Company shall designate at least one statutory disclosure media as the media for publishing the Company's announcements and other information required to be disclosed.

Where an announcement is required to be issued to holders of H Shares pursuant to the Articles of Association, such announcement shall be published simultaneously in the manner prescribed under the relevant rules of the Hong Kong Stock Exchange.

## **Chapter 11 Merger, Division, Increase and Reduction of Registered Capital, Dissolution and Liquidation**

### **Section 1 Merger, Division, Increase and Reduction of Registered Capital**

**Article 190** Merger of the Company may take the form of merger by absorption and merger by new establishment.

Where a company absorbs other companies, it shall be an absorption merger and the absorbed companies shall be dissolved. Where 2 or more companies merge to establish a new company, it shall be a new establishment merger and all merging parties shall be dissolved.

**Article 191** Where the Company merges with a wholly-owned subsidiary or where the consideration paid for the merger does not exceed 10% of the Company's net assets, it may be exempted from a resolution of the shareholders' meeting, unless otherwise provided in the Articles of Association.

Where the Company carries out a merger without a resolution of the shareholders' meeting in accordance with the preceding paragraph, it shall be subject to a resolution of the board of directors.

**Article 192** Where there is a merger of the Company, all parties to the merger shall enter into a merger agreement and prepare a statement of financial position and a list of assets. The Company shall notify its creditors within 10 days from the date of the resolution approving the merger and shall make an announcement within 30 days on the statutory disclosure media or the National Enterprise Credit Information Publicity System.

The creditors may request the Company to settle the debts or provide corresponding guarantees either within 30 days upon receiving the notice or within 45 days after the date of the announcement if no notice is received.

**Article 193** After the merger, the surviving company or the newly established company shall assume the claims and debts of all the parties to the merger.

**Article 194** Where there is a division of the Company, its assets shall be divided accordingly.

Where there is a division of the Company, a statement of financial position and a list of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the resolution approving the division and shall make an announcement within 30 days on the statutory disclosure media or the National Enterprise Credit Information Publicity System.

**Article 195** Debts of the Company before the division shall be borne jointly and severally by the companies after the division, unless a written agreement to the contrary in relation to the settlement of debts has been reached between the Company and creditors before division.

**Article 196** When the Company reduces its registered capital, it shall prepare a statement of financial position and a list of assets.

The Company shall notify the creditors within 10 days from the date on which the shareholders' meeting passes a resolution on reducing the registered capital and shall make an announcement within 30 days on the statutory disclosure media or the National Enterprise Credit Information Publicity System. The creditors have the right to request the Company to settle the debts or provide corresponding guarantees either within 30 days upon receiving the notice or within 45 days after the date of the announcement if no notice is received.

Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced in proportion to the shareholdings of the shareholders, unless otherwise provided by laws or the Articles of Association.

**Article 197** Where, after covering losses in accordance with paragraph 2 of Article 173 of the Articles of Association, the Company still has losses, it may reduce its registered capital to cover the losses. Where the registered capital is reduced to cover the losses, the Company shall not make distribution to shareholders, nor shall it exempt shareholders from their obligations to pay in capital contributions or share payments.

Where the registered capital is reduced in accordance with the preceding paragraph, paragraph 2 of Article 196 of the Articles of Association shall not apply, but an announcement shall be made within 30 days from the date on which the shareholders' meeting passes the resolution on reducing the registered capital on the statutory disclosure media or the National Enterprise Credit Information Publicity System.

After the Company reduces its registered capital in accordance with the preceding two paragraphs, no profits shall be distributed until the accumulated amount of the statutory surplus reserve and the discretionary surplus reserve reaches 50% of the Company's registered capital.

**Article 198** Where the registered capital is reduced in violation of the Companies Law and other relevant provisions, the shareholders shall return the funds they have received, and any reduction or exemption of shareholders' capital contributions shall be restored to the original state; where losses are caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.

**Article 199** Where the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, unless otherwise provided in the Articles of Association or it is resolved at the shareholders' meeting that shareholders shall have pre-emptive rights.

**Article 200** Where the Company is merged or divided and there is a change in the registration particulars, it shall apply to the company registration authority for change of registration in accordance with laws; where the Company is dissolved, it shall apply for deregistration in accordance with laws; where a new company is established, it shall apply for company establishment registration in accordance with laws.

Where the Company increases or reduces its registered capital, it shall apply to the company registration authority for change of registration in accordance with laws.

## **Section 2      Dissolution and Liquidation**

**Article 201** The Company shall be dissolved under any of the following circumstances:

- (1) the expiration of the business term as provided in the Articles of Association or the occurrence of other dissolution events as provided in the Articles of Association;
- (2) the shareholders' meeting has resolved to dissolve the Company;
- (3) dissolution is necessary as a result of a merger or division of the Company;
- (4) the business licence is revoked; the Company is ordered to close down or is deregistered in accordance with laws;
- (5) if the Company has experienced serious difficulties in operation and management, and that the continuation of the operation will bring material loss to the interests of the shareholders, and there is no other solution to solve the problems, shareholders holding not less than 10% voting rights of the Company can request the People's Court to dissolve the Company.

Where any of the dissolution events stipulated in the preceding paragraph occurs to the Company, the Company shall, within 10 days, make a public announcement of the dissolution event through the National Enterprise Credit Information Publicity System.

**Article 202** Where the Company falls under clause (1) or clause (2) of Article 201 of the Articles of Association and has not yet distributed property to the shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the shareholders' meeting.

The amendment to the Articles of Association or the resolution of the shareholders' meeting made in accordance with the preceding paragraph shall be passed by shareholders attending the shareholders' meeting holding not less than two-thirds of the voting rights.

**Article 203** Where the Company is dissolved pursuant to clause (1), clause (2), clause (4) or clause (5) of Article 201 of the Articles of Association, liquidation shall be carried out. Directors shall be the liquidation obligors of the Company and shall, within 15 days from the date of occurrence of the dissolution event, form a liquidation committee to carry out the liquidation.

The liquidation committee shall be composed of directors, unless otherwise provided in the Articles of Association or otherwise resolved by the shareholders' meeting to elect other persons.

Where the liquidation obligors fail to discharge the liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

**Article 204** The liquidation committee shall exercise the following functions and powers during the course of liquidation:

- (1) to sort out the assets of the Company and prepare a statement of financial position and a list of assets respectively;
- (2) to notify creditors by notice or announcement;
- (3) to dispose of and liquidate relevant unfinished business of the Company;
- (4) to pay all outstanding taxes and taxes incurred during the liquidation;
- (5) to settle claims and debts;
- (6) to distribute the remaining assets after the debts of the Company are repaid; and
- (7) to represent the Company in civil litigation proceedings.

**Article 205** The liquidation committee shall notify creditors within 10 days of its establishment, and make an announcement on the statutory disclosure media or the National Enterprise Credit Information Publicity System within 60 days of its establishment. Creditors shall declare their claims to the liquidation committee within 30 days of receiving the notification of liquidation, or in case not receiving the notification, within 45 days the announcement is made.

The creditors' declaration of claims shall state information related to the claims and provide related proof. The liquidation committee shall register the claims.

In the period of creditors' declaration, liquidation committee shall not repay the claims to creditors.

**Article 206** After the liquidation committee has sorted out the Company's assets and prepared a statement of financial position and a list of assets, it shall formulate a liquidation proposal and submit it to the shareholders' meeting or the People's Court for confirmation.

After the Company's assets have been used to pay, in the following order, the liquidation expenses, accrued wages, social insurance premiums and statutory compensation for employees of the Company and after payment of outstanding taxes and settlement of the Company's debts, the remaining assets shall be distributed by the Company in proportion to the shareholdings of the shareholders.

During the liquidation period, the Company shall continue to exist, but shall not conduct any business activities unrelated to the liquidation.

No distribution shall be made to the shareholders with the Company's assets before the settlement has been completed in accordance with the preceding paragraphs.

**Article 207** After the liquidation committee has sorted out the Company's assets and prepared a statement of financial position and a list of assets, if it discovers that the Company's assets are insufficient for settling debts, it shall apply to the People's Court for bankruptcy liquidation of the Company in accordance with laws.

After the People's Court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

**Article 208** Upon the end of the liquidation, the liquidation committee shall prepare a liquidation report, table it to the shareholders' meeting or the People's Court for confirmation, and file it to the company registration authority to apply for deregistration of the Company.

**Article 209** Members of the liquidation committee, in discharging liquidation duties, shall owe the fiduciary duties and the duties of diligence.

Where a member of the liquidation committee neglects to discharge liquidation duties and causes losses to the Company, such member shall be liable for compensation; where the member has acted in intent or gross negligence and causes losses to creditors, such member shall be liable for compensation.

**Article 210** Where the Company is declared bankrupt in accordance with laws, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

## **Chapter 12 Amendment to the Articles of Association**

**Article 211** The Company shall amend the Articles of Association under any of the following circumstances:

- (1) upon amendments of the Companies Law or the relevant laws and administrative regulations, where matters stipulated in the Articles of Association are inconsistent with the amended laws and the administrative regulations;
- (2) where there are changes in the conditions of the Company and they are inconsistent with the matters stated in the Articles of Association; and
- (3) where the shareholders' meeting resolves to amend the Articles of Association.

**Article 212** Should any amendments to the Articles of Association approved by the shareholders' meeting require review and approval of the relevant administrative authorities, it shall be submitted to such administrative authorities for approval; should it involve any matters requiring company registration, the change of registration shall be carried out according to laws.

**Article 213** The board of directors shall amend the Articles of Association in accordance with the resolutions approved at the shareholders' meeting and the approval opinions of the relevant administrative authorities.

**Article 214** Where the amendments to the Articles of Association are required to be disclosed pursuant to laws and regulations, they shall be announced pursuant to the regulations.

## **Chapter 13 Supplementary Provisions**

**Article 215** Interpretations:

- (1) controlling shareholder refers to a shareholder whose shareholding exceeds 50% of the total share capital of a joint stock limited company; or a shareholder whose shareholding percentage does not exceed 50% but the voting rights attached to the shares it holds are sufficient to have a significant impact on the resolutions of the shareholders' meeting.
- (2) actual controller refers to a natural person, a legal person or other organisation that is able to actually control the Company's behaviours through investment relationships, agreements or other arrangements.
- (3) connected relationship refers to the relationship between the Company's controlling shareholder, actual controller, directors, senior management and the enterprises directly or indirectly controlled by them, as well as other relationships that may lead to the transfer of the Company's interests. However, enterprises controlled by the State shall not be regarded as having a connected relationship merely because they are commonly controlled by the State.

- (4) the term “president” in the Articles of Association has the same meaning as “manager” in the Companies Law; the term “accounting firm” has the same meaning as “auditor” in the Hong Kong Listing Rules; and the term “independent director” has the same meaning as “independent non-executive director” in the Hong Kong Listing Rules.

**Article 216** The board of directors can formulate the detailed rules in accordance with the Articles of Association. The detailed rules shall not be inconsistent with the provisions of the Articles of Association.

**Article 217** The Articles of Association are written in Chinese, if any other editions or languages of the Articles of Association have different meanings from the Chinese edition, the latest Chinese version of the Articles of Association approved and registered by the Fujian Provincial Administration for Market Regulation shall prevail.

**Article 218** In the Articles of Association, the terms “not less than” and “within” shall include the given figure; the terms “over”, “beyond”, “lower than” and “more than” shall not include the given figure.

**Article 219** If there are matters not covered by the Articles of Association or inconsistent with relevant laws, administrative regulations, departmental rules and the securities regulatory rules of the places where the Company’s shares are listed, the relevant laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company’s shares are listed shall prevail for the implementation.

**Article 220** The Articles of Association and its amendments shall take effect from the date of consideration and approval by the shareholders’ meeting.

**Article 221** The Articles of Association shall be interpreted by the board of directors of the Company.

**Article 222** The annexes to the Articles of Association include the Rules Governing the Procedures of Shareholders’ Meetings and the Rules Governing the Procedures of Board of Directors Meetings.

Zijin Mining Group Co., Ltd.\*  
31 December 2025