证券代码: 839939 证券简称:德中技术 主办券商:首创证券

德中 (天津) 技术发展股份有限公司

关于拟修订《公司章程》公告

本公司及董事会全体成员保证公告内容的真实、准确和完整,没有虚假记载、误导性陈述或者重大遗漏,并对其内容的真实性、准确性和完整性承担 个别及连带法律责任。

一、修订内容

根据《公司法》、《非上市公众公司监督管理办法》及《全国 中小企业股份转让系统挂牌公司治理规则》等相关规定,公司拟 修订 《公司章程》的部分条款,修订对照如下:

原规定	修订后
第二条 公司系依照《公司法》和其他	第二条 公司系依照《公司法》和其他
有关规定成立的股份有限公司。	有关规定成立的股份有限公司。
Article 2 DCT is established	Article 2 DCT is established
according to the Company Law and	according to the Company Law and
other relevant regulations.	other relevant regulations.
公司由各发起人以发起方式设立。公	公司由各发起人以发起方式设立。公
司在天津市滨海新区市场和质量监督	司在天津市滨海新区市场和质量监督
管理局登记注册。	管理局登记注册。
DCT is set up by promotion of	DCT is a joint stock limited company

initiators. And it is registered at	set up by promotion of initiators. And
Tianjin BinHai New Area Market and	it is registered at Tianjin BinHai New
Quality Supervision Administration	Area Market and Quality Supervision
Bureau.	Administration Bureau.
第十条 本章程所称其他高级管理人	第十条 本章程所称其他高级管理人
员是指公司的总监和董事会秘书。	员是指公司 董事会聘任 的总监和董事
Article 10 In the articles of	会秘书。
association, the other senior	Article 10 In the Articles of Association, the other senior
management personnel means the	management personnel means the
directors and the board secretary.	directors and the board secretary appointed by the Board of
and the board scoretary.	Directors and the board secretary.
第十一条 公司的经营宗旨:致力于用	第十一条 公司的经营宗旨:致力于用
激光、机械等更柔性、环保、经济手段	数字化和智能化的直接加工取代和突
取代和突破传统制造工艺,实现高质	破传统技术,追求质量更高、速度更
量、高效率的轻、净、精制造;以领先	快、过程更环保;将窍门软件化,经验
的软件技术和应用经验为特色,向客	产品化,提供贯穿电子产品设计到成
户提供电路板易快制造、激光精密材	品全过程的软件工具、激光精密加工
料加工设备;通过让产品为客户增值,	设备、易快电子产品及电路板打样、检
获得良好效益和持续发展动力,回报	测及制造系统;通过产品和服务为客
员工、股东和社会。	户增值,获得良好效益和持续发展动
Article 11 Company mission: work	力,回报员工、股东和社会。
for realizing of light, clean and precise	Article 11 Company mission: work for replacing and breaking through
manufacture with high quality and	traditional technologies with digital and intelligent Direct
efficiency by replacement or	Processing, writing technology and know-how into software,

breakthrough of the traditional production processing with more flexible, environment friendly and economically laser or mechanical technology; deliver customer easy- quick PCB rapid prototyping system, and laser material precise processing equipment featured of outstanding advanced software technology and application expertise; repay employees, shareholders and society with good results and sustainable developing strength by benefiting the customer with company products.	integrating experience and knowledge into products, and pursuing higher quality, faster and more environmentally friendly; provide software tools, laser precision processing equipment, easy-quick prototyping, inspection and manufacturing system for electronic products and circuit board throughout the whole process from concept design to production; repay employees, shareholders and society with good business results and sustainable developing strength obtained by benefiting the customer with company products and service.
第二十七条 公司根据《公司法》等相	第二十七 条股东名册是证明股东持有
关法律法规的规定建立股东名册,股	公司股份的充分证据。股东按其所持
东名册是证明股东持有公司股份的充	有股份的种类和数量享有权利,承担
分证据。股东按其所持有股份的种类	义务;持有同一种类、同等数量股份的
和数量享有权利,承担义务;持有同一	股东,享有同等权利,承担同种义务。
种类、同等数量股份的股东,享有同等	Article 27 The register of shareholders is the conclusive
权利,承担同种义务。	evidence of the identities of the shareholders' holding of company
Article 27 In accordance with the	shares. A shareholder shall enjoy the
company law and the related laws	relevant rights and assume the relevant obligations in accordance
and regulations the company shall	with the class and number of shares he holds. Shareholders holding the same class, same number of shares

prepare a register of shareholders.	shall be entitled to the same rights and assume the same obligations.
The register of shareholders is the	
conclusive evidence of the identities	
of the shareholders' holding of	
company shares. A shareholder shall	
enjoy the relevant rights and assume	
the relevant obligations in	
accordance with the class and	
number of shares he holds.	
Shareholders holding the same	
class, same number of shares shall	
be entitled to the same rights and	
assume the same obligations.	
股东名册由公司董事会保管。	
The register of shareholders shall be	
kept by the company's board of	
directors.	
第四十条 有下列情形之一的,公司在	第四十条 有下列情形之一的,公司在
事实发生之日起 2 个月以内召开临时	事实发生之日起 2 个月以内召开临时
股东大会:	股东大会:
Article 40 Under any of the following	Article 40 Under any of the following
circumstances, the company shall	circumstances, the company shall
hold an extraordinary shareholders'	hold an extraordinary shareholders'
meeting within 2 months upon the	meeting within 2 months upon the

occurrence of the event:	occurrence of the event:
(一)董事人数不足《公司法》规定人数	(一) 董事人数不足《公司法》规定人数
或者本章程所定人数的 2/3 时;	或者本章程所定人数的 2/3 时;
(1) the number of directors is less	(1) the number of directors is less
than 2/3 of the number of directors as	than 2/3 of the number of directors as
required by the company law or the	required by the company law or the
number of directors as prescribed in	number of directors as prescribed in
the articles of association;	the articles of association;
(二) 公司未弥补的亏损达实收股本总	(二) 公司未弥补的亏损达实收股本总
额 1/3 时;	额 1/3 时;
(2) the un-recovered losses of the	(2) the un-recovered losses of the
company reach one-third of the total	company reach one-third of the total
paid in capital;	paid in capital;
(三) 单独或者合计持有公司 10%及以	(三) 单独或者合计持有公司 10%及以
上股份的股东请求时;	上股份的股东请求时;
(3) at the request of the shareholders	(3) at the request of the shareholders
separately or aggregately holding	separately or aggregately holding
10% or more of the company's	10% or more of the company's
shares;	shares;
(四)董事会认为必要时;	(四)董事会认为必要时;
(4) whenever the board of directors	(4) whenever the board of directors
deems it necessary;	deems it necessary;
(五) 监事会提议召开时;	(五)监事会提议召开时;

supervisors;	supervisors;
(六)法律、行政法规、部门规章或本章	(六) 法律、行政法规、部门规章或本章
程规定的其他情形。	程规定的其他情形。
(6) other circumstances as	(6) other circumstances as
prescribed by the law, administrative	prescribed by the law, administrative
regulations, departmental regulations	regulations, departmental regulations
or the provisions of the articles of	or the provisions of the articles of
association.	association.
	公司在上述期限内不能召开临时股东
	大会的,应当及时告知主办券商,并披
	露公告说明原因。
	If the company is unable to hold an
	extraordinary shareholders'
	meeting within the aforesaid
	period, it shall notify the
	sponsoring securities firm
	promptly and disclose an
	announcement to explain the
	reasons.
第四十一条 本公司召开股东大会的	第四十一条 本公司召开股东大会的
地点为:公司住所地或其他办公地点,	地点为:公司住所地或其他办公地点,
具体地点由公司在每次股东大会通知	具体地点由公司在每次股东大会通知
中明确。	中明确。
Article 41 The shareholders' meeting	Article 41 The shareholders' meeting

of the company is hold at place of	of the company is hold at place of
company domicile or other office, the	company domicile or other office, the
specific place shall be clearly	specific place shall be clearly
informed every time in the notice of	informed every time in the notice of
the shareholders' meeting.	the shareholders' meeting.
股东大会将设置会场,原则上以现场	股东大会 应当 设置会场,以现场会议
会议方式召开,如参加现场会议有困	方式召开,如参加现场会议有困难时,
难时,公司还将提供网络或其他方式	公司还将提供网络或其他方式为股东
为股东参加股东大会提供便利。股东	参加股东大会提供便利。股东通过上
通过上述方式参加股东大会的,视为	述方式参加股东大会的,视为出席。
出席。	A meeting place shall be prepared for
A meeting place shall be prepared for	the shareholders' meeting, and the
the shareholders' meeting, and the	meeting shall be held in the form of
meeting shall be held in the form of	onsite meeting in principle. When
onsite meeting in principle. In case	there is difficulty to attend the on-
difficulty in participation of onsite	site meeting, the company shall
meeting, The company shall provide	provide network or other
network or other convenience for	communication method for the
shareholders' participation of the	convenience of shareholders'
meeting. Shareholders shall be	participation of the meeting.
regarded as participation of the	Shareholders shall be regarded as
meeting in above mentioned form.	participation of the meeting in above
	mentioned form.

第四十二条 股东大会由董事会依法	第四十二条 股东大会由董事会依法
召集,由董事长主持。	召集,由董事长主持。
Article 42 The shareholders' meeting	Article 42 The shareholders' meeting
shall be convened by the board of	shall be convened by the board of
directors in accordance with the law,	directors in accordance with the law,
presided over by the chairman of the	presided over by the chairman of the
board. The shareholders' meeting	board. The shareholders' meeting
should be	should be.
	董事会应当切实履行职责,在本章程
	规定的期限内按时召集股东大会。全
	体董事应当勤勉尽责,确保股东大会
	正常召开和依法行使职权。
	The board of directors shall
	earnestly perform its duties and
	convene the shareholders'
	meeting on time within the time
	limit prescribed in the Articles of
	Association. All directors shall be
	diligent and responsible to ensure
	the normal convening of the
	shareholders' meeting and the
	exercise of their functions and
	powers according to law.
第四十三条 监事会有权向董事会提	第四十三条 监事会有权向董事会提

议召开临时股东大会,并应当以书面	议召开临时股东大会,并应当以书面
形式向董事会提出。董事会应当根据	形式向董事会提出。董事会应当根据
法律、行政法规和本章程的规定,在收	法律、行政法规和本章程的规定,在收
到提提案后10日内提出同意或不同意	到 提议 后10日内提出同意或不同意召
召开临时股东大会的书面反馈意见。	开临时股东大会的书面反馈意见。
Article 43 The board of supervisors	Article 43 The board of supervisors
shall have right to propose to the	shall have right to propose to the
board of directors to convene an	board of directors to convene an
extraordinary shareholders' meeting,	extraordinary shareholders' meeting,
and the proposal should be submitted	and the proposal should be submitted
to the board of directors in writing.	to the board of directors in writing.
The board of directors shall, within 10	The board of directors shall, within 10
days after receiving the proposal,	days after receiving the proposal,
give the written feedback stating to	give the written feedback stating to
agree or disagree to convene an	agree or disagree to convene an
extraordinary shareholders' meeting	extraordinary shareholders' meeting
in accordance with the requirements	in accordance with the requirements
of the law, administrative regulations	of the law, administrative regulations
and the articles of association.	and the Articles of Association.
董事会同意召开临时股东大会的,将	董事会同意召开临时股东大会的,将
在做出董事会决议后的 5 日内发出召	在做出董事会决议后的 5 日内发出召
开股东大会的通知,通知中对原提议	开股东大会的通知,通知中对原提议
的变更,应征得监事会的同意。	的变更,应征得监事会的同意。
Where the board of directors agrees	Where the board of directors agrees

to convene the extraordinary	to convene the extraordinary
shareholders' meeting, it shall issue a	shareholders' meeting, it shall issue a
notice of shareholders' meeting	notice of shareholders' meeting
within 5 days after the board of	within 5 days after the board of
directors makes decision. Any	directors makes decision. Any
change to the original proposal in the	change to the original proposal in the
notice shall be subject to consent of	notice shall be subject to consent of
the board of supervisors.	the board of supervisors.
董事会不同意召开临时股东大会,或	董事会不同意召开临时股东大会,或
者在收到提案后10日内未做出书面反	者在收到提议后10日内未做出书面反
馈的,视为董事会不能履行或者不履	馈的,视为董事会不能履行或者不履
行召集股东大会会议职责,监事会可	行召集股东大会会议职责,监事会应
以自行召集和主持。	当自行召集和主持 股东大会 。
Where the board of directors does not	Where the board of directors does not
agree to convene the extraordinary	agree to convene the extraordinary
shareholders' meeting, or failure to	shareholders' meeting, or failure to
give any written feedback within 10	give any written feedback within 10
days after receiving the proposal	days after receiving the proposal
shall be regarded as the board of	shall be regarded as the board of
directors' being unable to perform or	directors' being unable to perform or
failing to perform the obligations to	failing to perform the obligations to
convene the shareholders' meeting,	convene the shareholders' meeting,
and the board of supervisors may	and the board of supervisors shall
convene and preside over the	convene and preside over the

meeting itself.	meeting itself.
第四十四条 单独或者合计持有公司	第四十四条 单独或者合计持有公司
10%及以上股份的股东有权向董事会	10%及以上股份的股东有权向董事会
请求召开临时股东大会,并应当以书	提议 召开临时股东大会,并应当以书
面形式向董事会提出。董事会应当根	面形式向董事会提出。董事会应当根
据法律、行政法规和本章程的规定,在	据法律、行政法规和本章程的规定,在
收到请求后10日内提出同意或不同意	收到 提议后10 日内提出同意或不同意
召开临时股东大会的书面反馈意见。	召开临时股东大会的书面反馈意见。
Article 44 Shareholder(s) who	Article 44 Shareholder(s) who
individually or jointly holds 10% or	individually or jointly holds 10% or
more of the company's shares shall	more of the company's shares shall
have right to request the board of	have right to request the board of
directors to convene an extraordinary	directors to convene an extraordinary
shareholders' meeting, and the	shareholders' meeting, and the
request should be submitted to the	request should be submitted to the
board of directors in writing. The	board of directors in writing. The
board of directors shall, within 10	board of directors shall, within 10
days after receiving the request, give	days after receiving the request, give
the written feedback stating to agree	the written feedback stating to agree
or disagree to convene an	or disagree to convene an
extraordinary shareholders' meeting	extraordinary shareholders' meeting
in accordance with the requirements	in accordance with the requirements
of the law, administrative regulations	of the law, administrative regulations

and the articles of association.	and the Articles of Association.
董事会同意召开临时股东大会的,应	董事会同意召开临时股东大会的,应
当在做出董事会决议后的 5 日内发出	当在做出董事会决议后的 5 日内发出
召开股东大会的通知,通知中对原请	召开股东大会的通知,通知中对原 提
求的变更,应当征得相关股东的同意。	议 的变更,应当征得相关股东的同意。
Where the board of directors agrees	Where the board of directors agrees
to convene the extraordinary	to convene the extraordinary
shareholders' meeting, it shall issue a	shareholders' meeting, it shall issue a
notice of shareholders' meeting	notice of shareholders' meeting
within 5 days after the board of	within 5 days after the board of
directors makes decision. Any	directors makes decision. Any
change to the original request in the	change to the original request in the
notice shall be subject to consent of	notice shall be subject to consent of
relevant shareholder(s).	relevant shareholder(s).
董事会不同意召开临时股东大会,或	董事会不同意召开临时股东大会,或
者在收到请求后10日内未做出书面反	者在收到 提议 后10日内未做出书面反
馈的,单独或者合计持有公司 10%及	馈的,单独或者合计持有公司 10%及
以上股份的股东有权向监事会提议召	以上股份的股东有权向监事会提议召
开临时股东大会,并应当以书面形式	开临时股东大会,并 应当 以书面形式
向监事会提出请求。	向监事会提出。
Where the board of directors does not	Where the board of directors does not
agree to convene the extraordinary	agree to convene the extraordinary
shareholders' meeting, or failure to	shareholders' meeting, or failure to
give any written feedback within 10	give any written feedback within 10

days after receiving the request shall	days after receiving the request shall
be regarded as the board of directors'	be regarded as the board of directors'
being unable to perform or failing to	being unable to perform or failing to
perform the obligations to convene	perform the obligations to convene
the shareholders' meeting, the	the shareholders' meeting, the
shareholder(s) who individually or	shareholder(s) who individually or
jointly holds 10% or more of the	jointly holds 10% or more of the
company's shares shall have the	company's shares shall have the
right to submit the request in written	right to submit the request in written
form to the board of supervisors for	form to the board of supervisors for
convening the extraordinary	convening the extraordinary
shareholders' meeting.	shareholders' meeting.
监事会同意召开临时股东大会的,应	监事会同意召开临时股东大会的,应
在收到请求 5 日内发出召开股东大会	在收到请求 5 日内发出召开股东大会
的通知,通知中对原提案的变更,应当	的通知,通知中对原提案的变更,应当
征得相关股东的同意。	征得相关股东的同意。
Where the board of supervisors	Where the board of supervisors
agrees to convene the extraordinary	agrees to convene the extraordinary
shareholders' meeting, it shall issue a	shareholders' meeting, it shall issue a
notice of shareholders' meeting	
	notice of shareholders' meeting

supervisors makes decision. Any

change to the original request in the

notice shall be subject to consent of

supervisors makes decision. Any

change to the original request in the

notice shall be subject to consent of

relevant shareholder(s).	relevant shareholder(s).
监事会未在规定期限内发出股东大会	监事会未在规定期限内发出股东大会
通知的,视为监事会不召集和主持股	通知的,视为监事会不召集和主持股
东大会,单独或者合计持有公司 10%	东大会,单独或者合计持有公司 10%
及以上股份的股东可以自行召集和主	及以上股份的股东可以自行召集和主
持。	持。
Where the board of supervisors does	Where the board of supervisors does
not agree to convene the	not agree to convene the
extraordinary shareholders' meeting,	extraordinary shareholders' meeting,
or failure to give any feedback within	or failure to give any feedback within
10 days after receiving the request	10 days after receiving the request
shall be regarded as the board of	shall be regarded as the board of
supervisors' being unable to perform	supervisors' being unable to perform
or failing to perform the obligations to	or failing to perform the obligations to
convene the shareholders' meeting,	convene the shareholders' meeting,
the shareholder(s) who individually or	
jointly holds 10% or more of the	
company's shares may convene and	company's shares may convene and
preside over the meeting himself	preside over the meeting himself
(themselves).	(themselves).
第四十六条 对于监事会或股东自行	第四十六条 对于监事会或股东自行
召集的股东大会,董事会将予配合。董	召集的股东大会,董事会、 信息披露事
事会应当提供股权登记日的股东名	务负责人应当予以配合,并及时履行
册。	信息披露义务。 董事会应当提供股权

Article 46 Where a shareholders'	登记日的股东名册。 召集人所获取的
meeting is convened by the board of	股东名册不得用于除召开股东大会以
supervisors or by the shareholders	外的其他用途。
themselves, the board of directors	Article 46 Where a shareholders'
shall cooperate. The board of	meeting is convened by the board of
directors should provide the register	supervisors or by the shareholders
of shareholders on the date of	themselves, the board of directors
registration of shareholding.	and the person in charge of
i	information disclosure shall
	cooperate and perform the
	obligation of information
	disclosure promptly. The board of
	directors should provide the register
	of shareholders of the date of
	registration of shareholding. The list
	of shareholders obtained by the
	convenor shall not be used for
	any purpose other than the
	convening of a shareholders'
	meeting.
第四十九条 公司召开股东大会,董事	第四十九条 公司召开股东大会,董事
会、监事会以及单独或者合并持有公	会、监事会以及单独或者合并持有公
司 3% 及以上股份的股东,有权向公司	司 3%及以上股份的股东,有权向公司
提出提案。	提出提案。

Article 49 Where a shareholders'	Article 49 Where a shareholders'
meeting is held by the company, the	meeting is held by the company, the
board of directors, board of	board of directors, board of
supervisors or shareholders holding	supervisors or shareholders holding
individually or jointly 3% or more of	individually or jointly 3% or more of
the company's shares shall be	the company's shares shall be
entitled to propose resolution to the	entitled to propose resolution to the
company.	company.
单独或者合计持有公司 3%及以上股	单独或者合计持有公司 3%及以上股
份的股东,可以在股东大会召开10日	份的股东,可以在股东大会召开10日
前提出临时提案并书面提交召集人。	前提出临时提案并书面提交召集人。
召集人应当在收到提案后 2 日内发出	召集人应当在收到提案后 2 日内发出
股东大会补充通知,公告临时提案的	股东大会补充通知,公告临时提案的
内容。	内容,并将该临时提案提交股东大会
Shareholders holding, individually or	审议。
jointly, 3% or more of the company's	Shareholders holding, individually or
shares shall be entitled to submit	jointly, 3% or more of the company's
temporary resolutions to the	shares shall be entitled to submit
convener in writing 10 days prior to	temporary resolutions to the
the holding of the shareholders'	convener in writing 10 days prior to
meeting. The convener shall, within 2	the holding of the shareholders'
days of receipt of such proposals,	meeting. The convener shall, within 2
issue a supplemental notice of the	days of receipt of such proposals,
shareholders' meeting announcing	issue a supplemental notice of the

the contents of the temporary	shareholders' meeting announcing
solution.	the contents of the temporary
除前款规定的情形外,召集人在发出	solution. And will submit the
股东大会通知公告后,不得修改股东	interim proposal to the
大会通知中已列明的提案或增加新的	shareholders' meeting for
提案。	consideration.
Except for the circumstances	除前款规定的情形外,召集人在发出
specified in the preceding paragraph,	股东大会通知公告后,不得修改股东
the convener shall not make	大会通知中已列明的提案或增加新的
amendments to any proposed	提案。
resolution set out in the notice of the	Except for the circumstances
shareholders' meeting or propose	specified in the preceding paragraph,
any new resolution after the dispatch	the convener shall not make
of the notice of the shareholders'	amendments to any proposed
meeting.	resolution set out in the notice of the
股东大会通知中未列明或不符合本章	shareholders' meeting or propose
程第四十八条规定的提案,股东大会	any new resolution after the dispatch
不得进行表决并做出决议。	of the notice of the shareholders'
Any proposed resolution which is not	meeting.
set out in the notice of the	股东大会通知中未列明或不符合本章
shareholders' meeting or not in	程第四十八条规定的提案,股东大会
compliance with the provisions of the	不得进行表决并做出决议。
article 48 shall not be voted upon and	Any proposed resolution which is not
passed thereat.	set out in the notice of the

	shareholders' meeting or not in
	compliance with the provisions of the
	article 48 shall not be voted upon and
	passed thereat.
第五十一条 股东大会的通知包括以	第五十一条 股东大会的通知包括以
下内容:	下内容:
Article 51 Following information shall	Article 51 Following information shall
be specified in the notice of the	be specified in the notice of the
shareholders' meeting:	shareholders' meeting:
(一) 会议的时间、地点和会议期限;	(一) 会议的时间、地点和会议期限;
(1) date and time, place, and duration	(1) date and time, place, and duration
of the meeting;	of the meeting;
(二) 提交会议审议的事项和提案;	(二) 提交会议审议的事项和提案;
(2) the matters and proposals to be	(2) the matters and proposals to be
deliberated at the meeting;	deliberated at the meeting;
(三) 以明显的文字说明:全体普通股	(三) 以明显的文字说明:全体普通股
股东均有权出席股东大会,并可以书	股东均有权出席股东大会,并可以书
面委托代理人出席会议和参加表决,	面委托代理人出席会议和参加表决,
该股东代理人不必是公司的股东;	该股东代理人不必是公司的股东;
(3) an conspicuous text statement	(3) an conspicuous text statement
that all the shareholders shall have	that all the shareholders shall have
the right to attend the shareholders'	the right to attend the shareholders'
meeting, and a shareholder entitled	meeting, and a shareholder entitled
to attend and vote at such meeting	to attend and vote at such meeting

shall have the right to appoint one or	shall have the right to appoint one or
more proxies to attend and vote on	more proxies to attend and vote on
his behalf at such meeting, and that a	his behalf at such meeting, and that a
proxy needs not to be a shareholder	proxy needs not to be a shareholder
of the company;	of the company;
(四) 有权出席股东大会股东的股权登	(四) 有权出席股东大会股东的股权登
记日;	记日;
(4) the registration date for the	(4) the registration date for the
shareholdings of the shareholders	shareholdings of the shareholders
who are entitled to attend the	who are entitled to attend the
shareholders' meeting;	shareholders' meeting;
(五) 会务常设联系人姓名,电话号码。	(五) 会务常设联系人姓名,电话号码。
(5) the name and telephone number	(5) the name and telephone number
of the designated liaison contact	of the designated liaison contact
person concerning the meeting.	person concerning the meeting.
股东大会通知和补充通知中应当充	股东大会通知和补充通知中应当充
分、完整披露所有提案的全部具体内	分、完整披露所有提案的全部具体内
容。	容,以及为使股东对拟讨论事项做出
All the material and actual	合理判断所需的全部资料或解释。
information of proposed resolution	All the material and actual
shall be fully and completely	information of proposed resolution
disclosed in the notice and the	shall be fully and completely
supplementary notice of the	disclosed in the notice and the
shareholders' meeting.	supplementary notice of the

股东大会通知中确定的股权登记日与	shareholders' meeting. And all
会议日期之间的间隔应当不多于7个	information or explanations
工作日。股权登记日一旦确认,不得变	necessary to enable shareholders
更。	to make a reasonable judgment on
The time interval between the date	the matters to be discussed.
determined in the notice of the	股东大会通知中确定的股权登记日与
shareholders' meeting and the date	会议日期之间的间隔应当不多于7个
of share registration, shall be no more	交易日,且应当晚于公告的披露时间。
than 7 working days. Once the date	股权登记日一旦确认,不得变更。
of share registration has been	The time interval between the
confirmed, it may not be changed.	share registration date and the
	shareholders' meeting date
	determined in the notice of the
	shareholders' meeting shall not be
	more than 7 trading days, and shall
	be later than the time of the
	announcement. Once the share
	registration date is confirmed, it
	shall not be changed.
第五十二条 股东大会拟讨论董事、监	第五十二条 股东大会拟讨论董事、监
事选举事项的,股东大会通知中将充	事选举事项的,股东大会通知中将充
分披露董事、监事候选人的详细资料,	分披露董事、监事候选人的详细资料,
至少包括以下内容:	至少包括以下内容:
Article 52 Where the elections of	Article 52 Where the elections of

directors or supervisors shall be	directors or supervisors shall be
considered at the shareholders'	considered at the shareholders'
meetings, the detailed biographies of	meetings, the detailed biographies of
candidates for director(s) or	candidates for director(s) or
supervisor(s) shall be fully disclosed	supervisor(s) shall be fully disclosed
in the notice of the shareholders'	in the notice of the shareholders'
meeting, which shall include at least	meeting, which shall include at least
the following information:	the following information:
(一) 教育背景、工作经历、兼职等个人	(一) 教育背景、工作经历、兼职等个人
情况;	情况;
(1) personal information such as	(1) personal information such as
educational background, work	educational background, work
experiences and part-time	experiences and part-time
employments;	employments;
(二) 与本公司或本公司的控股股东及	(二) 与本公司或本公司的控股股东及
实际控制人是否存在关联关系;	实际控制人是否存在关联关系;
(2) interested relationship, if any, with	(2) interested relationship, if any, with
the company, the controlling	the company, the controlling
shareholder(s) and the actual	shareholder(s) and the actual
controller of the company;	controller of the company;
(三) 披露持有本公司股份数量;	(三) 披露持有本公司股份数量;
(3) the number of shares in the	(3) the number of shares in the
company held;	company held;

(四) 是否受过有关部门的处罚和惩	(四) 是否受过有关部门的处罚和惩
戒。	戒。
(4) any penalties and censures by	(4) any penalties and censures by
relevant authorities.	relevant authorities.
每位董事、监事候选人应当以单项提	(五) 每位董事、监事候选人应当以单
案提出。	项提案提出。
Each of the candidates of director or	(5) Each of the candidates of director
supervisor shall be individually	or supervisor shall be individually
proposed.	proposed.
	(六)董事、监事候选人存在下列情形
	之一的,公司应当披露该候选人具体
	情形、拟聘请该候选人的原因以及是
	否影响公司规范运作,并提示相关风
	险:
	Where one of the following
	situations exists for the
	candidates for directors and
	supervisors, the company shall
	disclose the specific
	circumstances of the candidate,
	the reasons for employing the
	candidate, and whether it affects
	the company's standardized
	operation, and remind relevant

risks:
(1)最近三年内受到中国证监会及其派
出机构行政处罚;
a. Subject to the administrative
punishment by the China
Securities Regulatory
Commission and its local agencies
within the last three years;
(2)最近三年内受到全国股转公司或者
证券交易所公开谴责或者三次以上通
报批评;
b. Has been publicly condemned
by the National Equities Exchange
and Quotations or the Stock
Exchange or criticized more than
three times in the past three years;
(3)因涉嫌犯罪被司法机关立案侦查或
者涉嫌违法违规被中国证监会立案调
查,尚未有明确结论意见。
c. Has been placed on file for
investigation by judicial organs for
suspected crimes or put on file for
investigation by China Securities
Regulatory Commission for

	suspected violations of laws and
	regulations, and there is no clear
	conclusion.
	上述期间,应当以公司股东大会等有
	权机构审议董事、监事候选人聘任议
	案的日期为截止日。
	During the above-mentioned
	period, the deadline shall be the
	date on which the company's
	shareholders' meeting and other
	competent institutions shall
	deliberate the proposal on the
	appointment of directors and
	supervisors.
第五十三条 发出股东大会通知后,无	第五十三条 发出股东大会通知后,无
正当理由,股东大会不应延期或取消,	正当理由,股东大会不应延期或取消,
股东大会通知中列明的提案不应取	股东大会通知中列明的提案不应取
消。一旦出现延期或取消的情形,召集	消。一旦出现延期或取消的情形,公司
人应当在原定召开日前至少2个工作	应当在原定召开日前至少 2 个交易日
人应当在原定召开日前至少 2 个工作 日发布通知,说明延期或取消的具体	应当在原定召开日前至少 2 个交易日 发布通知,说明延期或取消的具体原
日发布通知,说明延期或取消的具体	发布通知,说明延期或取消的具体原
日发布通知,说明延期或取消的具体 原因。延期召开股东大会的,应当通知	发布通知,说明延期或取消的具体原因。延期召开股东大会的,公司应当通 知延期后的召开日期。

the shareholders' meeting shall not	shareholders' meeting shall not be
be postponed or cancelled and the	postponed or cancelled and the
proposed resolutions set out in the	proposed resolutions listed in the
notice of the shareholders' meeting	notice of the shareholders' meeting
shall not be cancelled without any	shall not be cancelled without any
justifiable reasons. In case of	justifiable reasons. In case of
occurrence of any such	occurrence of any such
postponement or cancellation, the	postponement or cancellation, the
convener shall publish an	company shall publish an
announcement, explaining the	announcement, explaining the
specific reasons for such	specific reasons for such
postponement or cancellation, at	postponement or cancellation, at
least two working days prior to the	least two trading days prior to the
original date of the meeting. In case	original date of the meeting. In case
of postponing the shareholders'	of postponing the shareholders'
meeting, the date of the postponed	meeting, the date of the postponed
meeting shall be informed.	meeting shall be informed.
第六十八条 股东大会应有会议记录,	第六十八条 股东大会应有会议记录,
会议记录记载以下内容:	由信息披露事务负责人负责, 会议记
Article 68 Minutes shall be prepared	录记载以下内容:
for shareholders' meeting and	Article 68 The shareholders'
followings shall be recorded:	meeting shall have the minutes of
	the meeting, the person in charge

(一) 会议时间、地点、议程和召集人姓	of information disclosure shall be
名或名称;	responsible and followings shall
(1) the date and time, venue,	be recorded:
agenda and names of conveners;	(一) 会议时间、地点、议程和召集人
(二) 会议主持人以及出席或列席会议	姓名或名称;
的董事、监事、总经理和其他高级管理	(1) the date and time, venue,
人员姓名;	agenda and names of conveners;
(2) the name of the conductor of the	(二) 会议主持人以及出席或列席会议
meeting, and the names of the	的董事、监事、总经理和其他高级管理
directors, supervisors, general	人员姓名;
manager, and other senior	(2) the name of the conductor of the
management personnel attending or	meeting, and the names of the
present at the meeting;	directors, supervisors, general
(三) 出席会议的股东和代理人人数、	manager, and other senior
所持有表决权的股份总数及占公司股	management personnel attending or
份总数的比例;	present at the meeting;
(3) the numbers of shareholders and	(三) 出席会议的股东和代理人人数、
proxies attending the meeting as well	所持有表决权的股份总数及占公司股
as the shares with voting rights held	份总数的比例;
by them, and percentage of such	(3) the numbers of shareholders and
shares to the total share capital of the	proxies attending the meeting as well
company;	as the shares with voting rights held
(四) 对每一提案的审议经过、发言要	by them, and percentage of such
点和表决结果;	shares to the total share capital of the

(4) the deliberations process of, a	company;
summary of comments on, voting	(四) 对每一提案的审议经过、发言要
results of each resolution;	点和表决结果;
(五)股东的质询意见或建议以及相应	(4) the deliberations process of, a
的答复或说明;	summary of comments on, voting
(5) inquires, opinion and suggestions	results of each resolution;
made by the shareholders and the	(五)股东的质询意见或建议以及相应
answers and explanations given;	的答复或说明;
(六) 计票人、监票人姓名;	(5) inquires, opinion and suggestions
(6) name of the voting counters and	made by the shareholders and the
voting supervisors;	answers and explanations given;
(七) 本章程规定应当载入会议记录的	(六) 计票人、监票人姓名;
其他内容。	(6) name of the voting counters and
(7) other items specified by the	voting supervisors;
articles of the association to be	(七) 本章程规定应当载入会议记录的
included in the minutes.	其他内容。
	(7) other items specified by the
	articles of the association to be
	included in the minutes.
第六十九条 股东大会召集人应当保	第六十九条 股东大会召集人应当保
证会议记录内容真实、准确和完整。出	证会议记录内容真实、准确和完整。出
席会议的董事、监事、召集人或其代	席会议的董事、 董事会秘书 、召集人或
表、会议主持人应当在会议记录上签	其代表、会议主持人应当在会议记录

名。会议记录应当与现场出席股东的	上签名,并保证会议记录真实、准确、
签名册及代理出席的委托书、网络及	完整 。会议记录应当与现场出席股东
其他方式表决情况的有效资料一并保	的签名册及代理出席的委托书、网络
存,保存期限不少于10年。	及其他方式表决情况的有效资料一并
	保存,保存期限不少于10年。
Article 69 The convener shall ensure	Article 69 The convener shall ensure
that the records are true, accurate	that the records are true, accurate
and complete. The minutes shall be	and complete. The minutes shall be
signed by directors, supervisors,	signed by directors, secretary of the
conveners and their representatives	board , conveners and their
and the conductor of the meeting,	representatives and the conductor of
who attends the meeting, and shall	the meeting, who attends the
be kept together with the signature	meeting, and shall be kept together
book of shareholders present at the	with the signature book of
meeting, authorization letters of	shareholders present at the meeting,
proxies, valid information on voting	authorization letters of proxies, valid
by internet and other methods. They	information on voting by internet and
should be kept for not less than 10	other methods. They should be kept
years.	for not less than 10 years.
第七十四条 股东(包括股东代理人)	第七十四条 股东(包括股东代理人)
以其所代表的有表决权的股份数额行	以其所代表的有表决权的股份数额行
使表决权,每一股份享有一票表决权。	使表决权,每一股份享有一票表决权,
Article 74 Shareholders (including	法律法规另有规定的除外。
their proxy) exercises their voting	Article 74 Shareholders (including

rights according to the number of	shareholder proxies) exercise
shares with voting rights, each share	their voting rights according to the
shall carry one vote.	number of shares with voting
公司持有的本公司股份没有表决权,	rights they present, each share
且该部分股份不计入出席股东大会有	shall carry one vote, except as
表决权的股份总数。	otherwise provided by laws and
Shares of the company which are	regulations.
held by the company shall carry no	公司持有的本公司股份没有表决权,
voting right and shall not be counted	且该部分股份不计入出席股东大会有
in the total number of voting shares	表决权的股份总数。
represented by shareholders	Shares of the company which are
attending the meeting.	held by the company shall carry no
	voting right and shall not be counted
	in the total number of voting shares
	represented by shareholders
	attending the meeting.
	公司控股子公司不得取得公司的股
	份。确因特殊原因持有股份的,应当在
	一年内依法消除该情形。前述情形消
	除前,相关子公司不得行使所持股份
	对应的表决权,且该部分股份不计入
	出席股东大会有表决权的股份总数。
	The company's controlling
	subsidiaries shall not acquire

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shares of the company. If the
company holds shares for special
reasons, the situation shall be
eliminated according to law within
one year. Until the foregoing
circumstances are eliminated, the
relevant subsidiaries shall not
exercise the voting rights
corresponding to the shares held,
and such shares shall not be
counted in the total number of
voting shares attending the
shareholders' meeting.
同一表决权只能选择现场、网络或其
他表决方式中的一种。同一表决权出
现重复表决的以第一次投票结果为
准。
The same vote can only choose
one of the on-site, network or other
voting methods. Where there are
duplicate votes on the same voting
right, the result of the first vote
shall prevail.

第七十五条 股东大会审议有关关联	第七十五条 股东大会审议有关关联
交易事项时,关联股东不应当参与投	交易事项时,关联股东不应当参与投
票表决,其所代表的有表决权的股份	票表决,其所代表的有表决权的股份
数不计入有效表决总数;股东大会决	数不计入有效表决总数;股东大会决
议的公告应当充分披露非关联股东的	议的公告应当充分披露非关联股东的
表决情况。关联股东回避后,由其他股	表决情况。 法律法规、部门规章、业务
东根据其所持表决权进行表决,并依	规则另有规定和全体股东均为关联方
据本章程之规定通过相应的决议。	的除外。 关联股东回避后,由其他股东
Article 75 When the shareholders'	根据其所持表决权进行表决,并依据
meeting deliberates connected	本章程之规定 处理 相应的决议。
transactions, interested shareholders	Article 75 When the shareholders'
shall refrain from voting, and the	meeting deliberates connected
number of voting shares represented	transactions, interested shareholders
shall not be counted in the total	shall not participate in the voting,
number of valid votes. The	and the number of voting shares
announcement of the resolution of	represented by them shall not be
shareholders' meeting shall fully	counted in the total number of valid
disclose the details of the voting by	votes. The voting status of non-
non-connected shareholders. Under	connected shareholders shall be
the circumstance of the avoidance by	fully disclosed in the
the connected shareholder, other	announcement of the resolution of
shareholders shall exercise the	shareholders' meeting. Except
voting rights and pass the relevant	where laws and regulations,
resolution according to the articles of	departmental rules and business

association.

如有特殊情况令关联股东无法回避时,公司在征得有权部门的同意后,可 以按照正常程序表决,并在股东大会 决议公告中做出详细说明。

Under the special circumstance when the connected shareholder is unable to withdraw, the company may, upon the approval by the relevant authority department, carry out the voting through normal procedure, and shall give explicit explanation in the announcement on the resolution of shareholders' meeting. rules provide otherwise and all shareholders are related parties. Under the circumstance of the avoidance by the connected shareholder, other shareholders shall vote according to their voting rights and pass corresponding resolutions in accordance with the provisions of this Articles of Association.

如有特殊情况令关联股东无法回避时,公司在征得有权部门的同意后,可以按照正常程序表决,并在股东大会决议公告中做出详细说明。

Under the special circumstance when the connected shareholder is unable to withdraw, the company may, upon the approval by the relevant authority department, carry out the voting through normal procedure, and shall give explicit explanation in the announcement on the resolution of shareholders' meeting.

第七十八条 股东大会将对所有提案	第七十八条 股东大会将对所有提案
进行逐项表决,对同一事项有不同提	进行逐项表决,对同一事项有不同提
案的,将按提案提出的时间顺序进行	案的,将按提案提出的时间顺序进行
表决。除因不可抗力等特殊原因导致	表决。股东大会应当给予每个提案合
股东大会中止或不能做出决议外,股	理的讨论时间。股东在股东大会上不
东大会将不会对提案进行搁置或不予	得对同一事项不同的提案同时投同意
表决。	票。除因不可抗力等特殊原因导致股
Article 78 Proposals shall be put to	东大会中止或不能做出决议外,股东
vote item by item at the shareholders'	大会将不会对提案进行搁置或不予表
meeting. Where there are different	决。
proposals for the same matter, the	Article 78 Proposals shall be put to
proposals shall be put to vote by their	vote item by item at the shareholders'
submitted time sequence. Other than	meeting. Where there are different
special reasons such as force	proposals for the same matter, the
majeure which results in the	proposals shall be put to vote by their
interruption of the meeting or makes	submitted time sequence. The
it impossible to come to resolution,	shareholders' meeting shall give
the shareholders' meeting shall not	each proposal reasonable time to
put aside or leave the proposals not	discuss. At the shareholders'
voted.	meeting, shareholders may not
	vote for different proposals on the
	same subject at the same time for
	passing. Other than special reasons
	such as force majeure which results

	in the interruption of the meeting or
	makes it impossible to come to
	resolution, the shareholders' meeting
	shall not put aside or leave the
	proposals not voted.
第八十六条 公司董事为自然人,有下	第八十六条 公司董事为自然人,有下
列情形之一的,不能担任公司的董事:	列情形之一的,不能担任公司的董事:
	Article 86 The directors of the
Article 86 The directors of the	company shall be natural persons.
company shall be natural persons.	Anyone who is under any of the
Anyone who is under any of the	following circumstances shall not
following circumstances shall not	take the post of a director of the
take the post of a director of the	company:
company:	(一) 无民事行为能力或者限制民事行
(一) 无民事行为能力或者限制民事行	为能力;
为能力;	(1) being without or with limited
(1) being without or with limited	capacity of civil conduct;
capacity of civil conduct;	(二)因贪污、贿赂、侵占财产、挪用财
(二)因贪污、贿赂、侵占财产、挪用财	产或者破坏社会主义市场经济秩序,
产或者破坏社会主义市场经济秩序,	被判处刑罚,执行期满未逾5年,或
被判处刑罚,执行期满未逾5年,或	者因犯罪被剥夺政治权利,执行期满
者因犯罪被剥夺政治权利,执行期满	未逾5年;
未逾5年;	(2) been sentenced to any criminal
(2) been sentenced to any criminal	penalty due to an offence of

penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market economy and 5 years have not passed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and 3 years have not passed since the completion date of the execution of the penalty; (三) 担任破产清算的公司、企业的董 事或者厂长、经理,对该公司、企业的 破产负有个人责任的,自该公司、企业 破产清算完结之日起未逾3年:

(3) was a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, and was personally liable for the bankruptcy of such company or enterprise, 3 years have not passed since the date of completion of the bankruptcy and liquidation of

corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market economy and 5 years have not passed since the completion date of the execution of the penalty; or he has ever been deprived of his political rights due to any crime and 3 years have not passed since the completion date of the execution of the penalty;

(三)担任破产清算的公司、企业的董 事或者厂长、经理,对该公司、企业的 破产负有个人责任的,自该公司、企业 破产清算完结之日起未逾3年;

(3) was a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, and was personally liable for the bankruptcy of such company or enterprise, 3 years have not passed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

the company or enterprise;	(四) 担任因违法被吊销营业执照、责
(四) 担任因违法被吊销营业执照、责	、 今关闭的公司、企业的法定代表人,并
令关闭的公司、企业的法定代表人,并	负有个人责任的,自该公司、企业被吊
负有个人责任的,自该公司、企业被吊	销营业执照之日起未逾3年;
销营业执照之日起未逾3年;	(4) was the legal representative of a
(4) was the legal representative of a	company or enterprise, and the
company or enterprise, and the	business license of this company or
business license of this company or	enterprise was revoked and this
enterprise was revoked and this	company or enterprise was ordered
company or enterprise was ordered	to close due to violation of the law,
to close due to violation of the law,	and he is personally liable for the
and he is personally liable for the	revocation, 3 years have not passed
revocation, 3 years have not passed	since the date of the revocation of the
since the date of the revocation of the	business license thereof;
business license thereof;	(五) 个人所负数额较大的债务到期未
(五) 个人所负数额较大的债务到期未	清偿;
清偿;	(5) has a relatively large amount of
(5) has a relatively large amount of	debt which is due but un-cleared;
debt which is due but un-cleared;	(六) 被中国证监会采取证券市场禁入
(六)法律、行政法规或部门规章规定的	措施或者认定为不适当人选, 期限尚
其他内容。	未届满;
(6) other case prescribed by the law,	(6) the time limit has not yet
administrative regulations or	expired for the banning measures
departmental regulations.	from entering the securities

违反本条规定选举、委派董事的,该选	markets taken by the China
举、委派无效。董事在任职期间出现本	Securities Regulatory
条情形的,公司解除其职务。	Commission or identified as
In case the company elects or	inappropriate candidates;
appoints any director by violating the	(七) 被全国股转公司或者证券交易所
provisions in the preceding	采取认定其不适合担任公司董事、监
paragraph, the election, or	事、高级管理人员的纪律处分,期限尚
appointment shall be invalidated. In	未届满;
case any director during his term of	(7)the time limit has not yet expired
office, is under any of the	for the disciplinary action taken by
circumstances as mentioned in the	National Equities Exchange and
preceding paragraph, the company	Quotations or the Stock Exchange
shall dismiss him/her from his/her	that deems him/her unfit to serve
post.	as a director, supervisor or senior
	manager of the company;
	(八) 中国证监会和全国股转公司规定
	的其他情形。
	(8) other circumstances stipulated
	by the China Securities Regulatory
	Commission and National
	Equities Exchange and
	Quotations.

	法后上夕扣户进兴 委长共有处 法进
	违反本条规定选举、委派董事的,该选
	举、委派无效。董事在任职期间出现本
	条情形的,公司解除其职务。
	In case the company elects or
	appoints any director by violating the
	provisions in the preceding
	paragraph, the election, or
	appointment shall be invalidated. In
	case any director during his term of
	office, is under any of the
	circumstances as mentioned in the
	preceding paragraph, the company
	shall dismiss him/her from his/her
	post.
第九十一条 董事可以在任期届满以	第九十一条 董事可以在任期届满以
前提出辞职。董事辞职应向董事会提	前提出辞职。董事辞职应向董事会提
交书面辞职报告。	交书面辞职报告。 董事不得通过辞职
Article 91 Directors may resign	等方式规避其应当承担的职责。
before expiry of their terms of office.	Article 91 Directors may resign
The directors who resign shall submit	before expiry of their terms of office.
to the board of director a written	The directors who resign shall submit
report in relation to their resignation.	to the board of director a written
如因董事的辞职导致公司董事会低于	report in relation to their resignation.
法定最低人数时,在改选出的董事就	Directors shall not evade their

任前,原董事仍应当依照法律、行政法	responsibilities by resignation or
规、部门规章和本章程规定,履行董事	other means.
职务。	在董事辞职导致董事会成员低于法定
In the case that the resignation of any	最低人数的情形下,辞职报告应当在
director during his term of office	下任董事填补因其辞职产生的空缺后
results in the number of members of	方能生效。如因董事的辞职导致公司
the board being less than the	董事会低于法定最低人数时,在改选
statutory minimum requirement, the	出的董事就任前,原董事仍应当依照
existing directors shall continue to	法律、行政法规、部门规章和本章程规
perform their duties in accordance	定,履行董事职务。公司应当在2个
with the laws, administrative	月内完成董事补选。
regulations, departmental rules and	In the case where the resignation
the articles of association until the re-	of a director causes the board of
elected directors take their office.	directors to fall below the statutory
除前款所列情形外,董事辞职自辞职	minimum number, the resignation
报告送达董事会时生效。	report shall take effect only after
Except for the circumstances referred	the next director fills the vacancy
to in the preceding paragraph, the	resulting from his/her resignation.
resignation of a director shall become	If the board of directors of the
effective upon submission of his	company is lower than the
resignation report to the board.	statutory minimum number due to
	the resignation of directors, before
	the re-elected directors take office,
	the original directors shall still

	perform the duties of directors in
	accordance with laws,
	administrative regulations,
	departmental regulations and the
	provisions of this Articles of
	Association. The company shall
	complete the director by-election
	within 2 months.
	除前款所列情形外,董事辞职自辞职
	报告送达董事会时生效。
	Except for the circumstances referred
	to in the preceding paragraph, the
	resignation of a director shall become
	effective upon submission of his
	resignation report to the board.
第九十七条 董事会行使下列职权:	第九十七条 董事会行使下列职权:
Article 97 The board of directors	Article 97 The board of directors
exercises the following authorities:	exercises the following authorities:
(一) 召集股东大会,并向股东大会报	(一) 召集股东大会,并向股东大会报
告工作;	告工作;
(1) convening shareholders'	(1) convening shareholders'
meetings and reporting the status on	meetings and reporting the status on
work thereto;	work thereto;
(二)执行股东大会的决议;	(二)执行股东大会的决议;

(2) carrying out the resolutions made	(2) carrying out the resolutions made
at the shareholders' meetings;	at the shareholders' meetings;
(三)决定公司的经营计划和投资方	(三)决定公司的经营计划和投资方
案;	案;
(3) determining the operation plans	(3) determining the operation plans
and investment plans of the	and investment plans of the
company;	company;
(四)制订公司的年度财务预算方案、	(四)制订公司的年度财务预算方案、
决算方案;	决算方案;
(4) working out the company's annual	(4) working out the company's annual
financial budget plans and final	financial budget plans and final
account plans;	account plans;
(五)制订公司的利润分配方案和弥补	(五)制订公司的利润分配方案和弥补
亏损方案;	亏损方案;
(5) working out the company's profit	(5) working out the company's profit
distribution plans and loss recovery	distribution plans and loss recovery
plans;	plans;
(六)制订公司增加或者减少注册资	(六)制订公司增加或者减少注册资
本、发行债券或其他证券及上市方案;	本、发行债券或其他证券及上市方案;
(6) working out the company's plans	(6) working out the company's plans
on the increase or decrease of	on the increase or decrease of
registered capital, and on the	registered capital, and on the
issuance of corporate bonds or other	issuance of corporate bonds or other
securities, as well as plan for the	securities, as well as plan for the

listing of the company;	listing of the company;
(七) 拟订公司重大收购、收购本公司	(七) 拟订公司重大收购、收购本公司
股票或者合并、分立、解散及变更公司	股票或者合并、分立、解散及变更公司
形式的方案;	形式的方案;
(7) working out the company's plans	(7) working out the company's plans
on significant acquisitions, on	on significant acquisitions, on
purchases of shares of the company,	purchases of shares of the company,
or on merger, division, dissolution	or on merger, division, dissolution
and change of the company form;	and change of the company form;
(八) 在股东大会授权范围内,决定公	(八) 在股东大会授权范围内,决定公
司对外投资、收购出售资产、资产抵	司对外投资、收购出售资产、资产抵
押、对外担保事项、委托理财、关联交	押、对外担保事项、委托理财、关联交
易等事项,包括:	易等事项,包括:
(8) making decisions on the	(8) making decisions on the
company's external investment,	company's external investment,
purchase and sale of assets, pledge	purchase and sale of assets, pledge
of assets, provision of external	of assets, provision of external
guarantees, appointment of financial	guarantees, appointment of financial
management, and connected	management, and connected
transactions etc. within the scope	transactions etc. within the scope
authorized of the shareholders'	authorized of the shareholders'
meeting, including:	meeting, including:
单项涉及金额超过公司最近一期经审	单项涉及金额超过公司最近一期经审
计净资产 20%、但不超过 30%的资产	计净资产 20%、但不超过 30%的资产

处置事项,或公司在一个会计年度内	处置事项,或公司在一个会计年度内
购买、出售重大资产累计超过公司最	购买、出售重大资产累计超过公司最
近一期经审计总资产 20%但不超过	近一期经审计总资产 20%但不超过
30%的事项;	30%的事项;
Asset disposal with individual amount	Asset disposal with individual amount
exceeding 20% but not exeeding	exceeding 20% but not exceeding
30% of the latest audited net assets	30% of the latest audited net assets
of the company, or the purchases or	of the company, or the purchases or
sales of important assets within a	sales of important assets within a
fiscal year with the aggregate amount	fiscal year with the aggregate amount
exceeding 20% but not exceeding	exceeding 20% but not exceeding
30% of the latest audited total assets	30% of the latest audited total assets
of the company;	of the company;
of the company;	of the company;
of the company; 上述购买或者出售资产,不包括购买	of the company; 上述购买或者出售资产,不包括购买
of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、	of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、
of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或	of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或
of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。	of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。
of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or	of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or
of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or sales of assets, it does not include	of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or sales of assets, it does not include
of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or sales of assets, it does not include the purchase of raw material, fuel and	of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or sales of assets, it does not include the purchase of raw material, fuel and
of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or sales of assets, it does not include the purchase of raw material, fuel and power, it also does not include the sales of products and goods etc.,	of the company; 上述购买或者出售资产,不包括购买 原材料、燃料和动力,以及出售产品、 商品等与日常经营相关的资产购买或 者出售行为。 For above mentioned purchase or sales of assets, it does not include the purchase of raw material, fuel and power, it also does not include the

单项金额不超过人民币 800 万元或在	单项金额不超过人民币 800 万元或在
一个会计年度内累计金额不超过公司	一个会计年度内累计金额不超过公司
最近一期经审计净资产 30%的股权投	最近一期经审计净资产 30%的股权投
资;	资;
Equity investment with individual	Equity investment with individual
amount not exceeding RMB 8 million,	amount not exceeding RMB 8 million,
or with cumulative amount within a	or with cumulative amount within a
fiscal year not exceeding 30% of the	fiscal year not exceeding 30% of the
latest audited net assets of the	latest audited net assets of the
company;	company;
单项涉及金额超过人民币 1000 万元	单项涉及金额超过人民币 1000 万元
但不超过 1500 万元或在一个会计年	但不超过 1500 万元或在一个会计年
度内累计超过公司最近一期经审计净	度内累计超过公司最近一期经审计净
资产的30%但不超过50%的债务性融	资产的30%但不超过50%的债务性融
资; 或融资后资产负债率超过 50%但	资; 或融资后资产负债率超过 50%但
不超过 70%的债务性融资事项(发行	不超过 70%的债务性融资事项(发行
债券除外);	债券除外);
Debt financing with individual amount	Debt financing with individual amount
exceeding RMB 10 million but not	exceeding RMB 10 million but not
exceeding 15 million, or cumulative	exceeding 15 million, or cumulative
amount within a fiscal year not	amount within a fiscal year not
exceeding 30% but not exceeding	exceeding 30% but not exceeding
50% of the latest audited net assets	50% of the latest audited net assets
of the company; or with the asset-	of the company; or with the asset-

liability ratio exceeding 50% but not	liability ratio exceeding 50% but not
exceeding 70% after debt financing	exceeding 70% after debt financing
(except bond issues);	(except bond issues);
公司与关联自然人发生的在一个会计	公司与关联自然人发生的在一个会计
年度内累计金额超过人民币50万元但	年度内累计金额超过人民币50万元但
不超过 200 万元的关联交易;公司与	不超过 200 万元的关联交易;公司与
关联法人发生的单项金额超过人民币	关联法人发生的单项金额超过人民币
100万元但不超过 200 万元或在一个	100 万元但不超过 200 万元或在一个
会计年度内累计金额超过公司最近一	会计年度内累计金额超过公司最近一
期经审计净资产 15%但不超过 30%的	期经审计净资产15%但不超过30%的
关联交易;	关联交易;
Related transaction with associated	Related transaction with associated
natural person for cumulative amount	natural person for cumulative amount
within a fiscal year exceeding RMB	within a fiscal year exceeding RMB
0.5 million but not exceeding RMB 2	0.5 million but not exceeding RMB 2
million; related transaction with an	million; related transaction with an
associated legal person for individual	associated legal person for individual
amount exceeding RMB 1 million but	amount exceeding RMB 1 million but
not exceeding RMB 2 million or	not exceeding RMB 2 million or
cumulative amount within a fiscal	cumulative amount within a fiscal
year exceeding 15% but not	year exceeding 15% but not
exceeding 30% of the company's	exceeding 30% of the company's
latest audited net asset;	latest audited net asset;
股东会审议标准以下的对外担保事	低于股东会审议标准以下的对外担保

项;	事项;
External guarantee matters under	External guarantee matters lower
standards to be bumitted to the	than the deliberation standard of
resolution of shareholders' meeting;	the shareholders' meeting;
除股权投资、购买或出售资产、债务性	除股权投资、购买或出售资产、债务性
融资、关联交易、担保外,单项涉及金	融资、关联交易、担保外,单项涉及金
额不超过公司最近一期经审计净资产	额不超过公司最近一期经审计净资产
10%、或一个会计年度内累计金额不	10%、或一个会计年度内累计金额不
超过公司最近一期经审计净资产的	超过公司最近一期经审计净资产的
30%的非日常经营事项。	30%的非日常经营事项。
Other non-routine business involving	Other non-routine business involving
individual amount not exceeding 10%	individual amount not exceeding 10%
of lastest audited net assets or	of latest audited net assets or
cumulative amount within a fiscal	cumulative amount within a fiscal
year not exceeding 30% of the	year not exceeding 30% of the
company's latest audited net asset,	company's latest audited net asset,
with exception of asset disposal,	with exception of asset disposal,
equity investment, debt financing,	equity investment, debt financing,
related party transactions and	related party transactions and
external guarantee.	external guarantee.
上述指标计算中涉及的数据如为负	上述指标计算中涉及的数据如为负
值,取其绝对值计算。	值,取其绝对值计算。
If above data involved is a negative	If above data involved is a negative
value, the data should be calculated	value, the data should be calculated

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by its absolute value.	by its absolute value.
(九)决定公司内部管理机构的设置;	(九)决定公司内部管理机构的设置;
(9) making decisions on the	(9) making decisions on the
establishment of the company's	establishment of the company's
internal management departments;	internal management departments;
(十)聘任或者解聘公司总经理、总监	(十) 聘任或者解聘公司总经理、总监
等高级管理人员,并决定其报酬事项	等高级管理人员,并决定其报酬事项
和奖惩事项;根据总经理的提名,聘任	和奖惩事项;根据总经理的提名,聘任
或者解聘公司副总经理;	或者解聘公司副总经理;
(10) making decisions on hiring or	(10) making decisions on hiring or
dismissing the company's general	dismissing the company's general
manager, senior management	manager, senior management
personnel such as directors, as well	personnel such as directors, as well
as their remuneration; according to	as their remuneration; according to
the nomination of the general	the nomination of the general
manager, deciding on the hiring or	manager, deciding on the hiring or
dismissing of vice/assistant general	dismissing of vice/assistant general
manager(s).	manager(s).
(十一)制订公司的基本管理制度;	(十一)制订公司的基本管理制度;
(11) working out the company's basic	(11) working out the company's basic
management system;	management system;
(十二)制订本章程的修改方案;	(十二)制订本章程的修改方案;
(12) working out proposal for	(12) working out proposal for
amendment to the articles of	amendment to the Articles of

association;	Association;
(十三) 管理公司信息披露事项;	(十三) 管理公司信息披露事项;
(13) managing information disclosure	(13) managing information disclosure
of the company;	of the company;
(十四) 向股东大会提请聘请或更换为	(十四) 向股东大会提请聘请或更换为
公司审计的会计师事务所;	公司审计的会计师事务所;
(14) proposing hiring or replacement	(14) proposing hiring or replacement
of the accounting working for auditing	of the accounting working for auditing
to the shareholders' meeting;	to the shareholders' meeting;
(十五) 听取公司总经理的工作汇报并	(十五) 听取公司总经理的工作汇报并
检查总经理的工作;	检查总经理的工作;
(15) receiving the working report and	(15) receiving the working report and
inspecting the work of general	inspecting the work of general
manager;	manager;
(十六) 法律、行政法规、部门规章或本	(十六) 法律、行政法规、部门规章或本
章程授予的其他职权。	章程授予的其他职权。
(16) Other functions authorized by	(16) Other functions authorized by
law, administrative regulations,	law, administrative regulations,
departmental regulations, or the	departmental regulations, or
articles of association.	the Articles of Association.
第九十八条 董事会制定董事会议事	第九十八条 董事会制定董事会议事
规则,以确保董事会落实股东大会决	规则,以确保董事会落实股东大会决
议,提高工作效率,保证科学决策。	议,提高工作效率,保证科学决策。

Article 98 The board of directors	Article 98 The board of directors
shall formulate board meeting	shall formulate board meeting
regulations to ensure the resolution	regulations to ensure the resolution
passed at shareholders' meeting are	passed at shareholders' meeting are
finalized by board of directors, and to	finalized by board of directors, and to
improve work efficiency, to secure	improve work efficiency, to secure
rational decisions.	rational decisions.
董事会议事规则由董事会拟定,股东	董事会议事规则作为本章程的附件,
大会批准。	由董事会拟定,股东大会批准。
The board meeting regulations shall	The board meeting regulations shall
be prepared by the board of directors,	be prepared by the board of directors,
and approved by the shareholders'	and approved by the shareholders'
meeting.	meeting as annex to the Articles of
	meeting as annex to the Articles of Association.
meeting.	Association.
meeting. 第一百零六条 董事会会议通知包括 以下内容:	Association. 第一百零六条 董事会会议通知包括
meeting. 第一百零六条 董事会会议通知包括 以下内容:	Association. 第一百零六条 董事会会议通知包括 以下内容:
meeting. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information	Association. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information
meeting. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the	Association. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the
meeting. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the board of director's meeting:	Association. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the board of director's meeting:
meeting. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the board of director's meeting: (一) 会议日期和地点;	Association. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the board of director's meeting: (一) 会议日期和地点;
meeting. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the board of director's meeting: (-) 会议日期和地点; (1) date and time, place of the	Association. 第一百零六条 董事会会议通知包括 以下内容: Article 106 Following information shall be specified in the notice of the board of director's meeting: (一) 会议日期和地点; (1) date and time, place of the

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(三) 事由及议题;	(三) 事由及议题;
(3) reasons and topic to be	(3) reasons and topic to be
discussed;	discussed;
(四)发出通知的日期。	(四)发出通知的日期;
(4) date of issuance of notice.	(4) date of issuance of notice.
	(五)联系人和联系方式。
	(5)Contact person and contact
	information.
第一百零八条 董事与董事会会议决	第一百零八条 董事与董事会会议决
议事项所涉及的企业有关联关系的,	议事项 有关联关系的, 不得对该项决
不得对该项决议行使表决权,也不得	议行使表决权,也不得代理其他董事
代理其他董事行使表决权。该董事会	行使表决权。该董事会会议由过半数
会议由过半数的无关联关系董事出席	的无关联关系董事出席即可举行,董
即可举行,董事会会议所作决议须经	事会会议所作决议须经无关联关系董
无关联关系董事过半数通过。出席董	事过半数通过。出席董事会的无关联
事会的无关联董事人数不足 3 人的,	董事人数不足 3 人的, 应将该事项提
应将该事项提交股东大会审议。	交股东大会审议。
Article 108 Where any of the	Article 108 Where any of the
directors has any relationship with	directors has any connected
the enterprise involved in the matter	relationship with the resolution to be
to be discussed at the meeting of the	discussed at the meeting of the
board of directors, he/she shall not	board of directors, he/she shall not
vote on this resolution, nor may	vote on this resolution, nor may
he/she vote on behalf of any other	he/she vote on behalf of any other

person. The meeting of the board of	person. The meeting of the board of
directors shall not be held unless	directors shall not be held unless
more than half of the unrelated	more than half of the unrelated
directors are present at the meeting.	directors are present at the meeting.
A resolution of the board of directors	A resolution of the board of directors
shall be adopted by more than half of	shall be adopted by more than half of
the unrelated directors. If the number	the unrelated directors. If the number
of unrelated directors in presence is	of unrelated directors in presence is
less than 3 persons, the matter shall	less than 3 persons, the matter shall
be submitted to the shareholders'	be submitted to the shareholders'
meeting of the company for	meeting of the company for
deliberation.	deliberation.
第一百一十一条 董事会应当对会议	第一百一十一条 董事会应当对会议
所议事项的决定做成会议记录,出席	所议事项的决定做成会议记录, 董事
会议的董事应当在会议记录上签名。	会会议记录应当真实、准确、完整。出
Article 111 The board of directors	席会议的董事、 信息披露事务负责人
shall prepare records regarding the	和记录人 应当在会议记录上签名。
resolutions on the matters discussed	Article 111 The board of directors
at the meeting, which shall be signed	shall prepare records regarding the
by the directors in presence.	resolutions on the matters discussed
董事会会议记录作为公司档案保存,	at the meeting, which shall be signed
保存期限不少于 10 年。	by the directors, person in charge of
The records of board meetings shall	formation disclosure and recorder
be kept as company archives for a	in presence. The minutes of the

minimum period of 10 years.	board meeting shall be true,
	accurate and complete.
	董事会会议记录 应当 作为公司档案 妥
	善 保存,保存期限不少于10年。
	The records of board meetings shall
	be well kept as company archives for
	a minimum period of 10 years.
第一百一十三条 公司设总经理1名,	第一百一十三条 公司设总经理1名,
总监若干名,由董事会聘任或解聘。	总监若干名,由董事会聘任或解聘。
Article 113 The Company shall have	Article 113 The Company shall have
one general manager and several	one general manager and several
directors, who shall be appointed or	directors, who shall be appointed or
dismissed by the board of directors.	dismissed by the board of directors.
公司总经理、总监、董事会秘书为公司	公司总经理、 董事会聘任的总监 、董事
高级管理人员。	会秘书为公司高级管理人员。
General manager, director(s), the	General manager, the directors
board secretary, are senior	appointed by the Board of
management personnel.	Directors, the board secretary, are
	senior management personnel.
第一百一十四条 本章程第八十六条	第一百一十四条 本章程第八十六条
关于不得担任董事的情形,同时适用	关于不得担任董事的情形,同时适用
于高级管理人员。	于高级管理人员。
Article 114 The circumstances under	Article 114 The circumstances under
which prohibit a person from taking	which prohibit a person from taking

the post of a director under article 86	the post of a director under article 86
shall also apply to senior	shall also apply to senior
management personnel.	management personnel.
本章程第八十八条关于董事的忠实义	财务总监作为高级管理人员,除符合
务和第八十九条(四)、(五)和(六)	前款规定外,还应当具备会计师以上
关于勤勉义务的规定,同时适用于高	专业技术职务资格,或者具有会计专
级管理人员。	业知识背景并从事会计工作三年以
The obligation of directors to be	上。
faithful under Article 88 and to be	In addition to meeting the
diligent under article 89(4), 89(5), and	requirements of the preceding
89(6) shall also apply to senior	paragraph, the chief financial
management personnel.	officer, as senior management
	personnel, shall have the
	professional and technical
	qualifications of Certified Public
	Accountant or above, or have the
	background of professional
	accounting knowledge and have
	been engaged in accounting work
	for more than three years.
	高级管理人员候选人存在下列情形之
	一的,公司应当披露该候选人具体情
	形、拟聘请该候选人的原因以及是否
	影响公司规范运作,并提示相关风险:

Where one of the following
situations exists for the
candidates for senior management
personnel, the company shall
disclose the specific
circumstances of the candidate,
the reasons for employing the
candidate, and whether it affects
the company's standardized
operation, and remind relevant
risks:
(一) 最近三年内受到中国证监会及其
派出机构行政处罚;
(1) Subject to the administrative
punishment by the China
Securities Regulatory
Commission and its local agencies
within the last three years;
(二) 最近三年内受到全国股转公司或
者证券交易所公开谴责或者三次以上
通报批评;
(2) Has been publicly condemned
by the National Equities Exchange
and Quotations or the Stock

Exchange or criticized more than
three times in the past three years;
(三) 因涉嫌犯罪被司法机关立案侦查
或者涉嫌违法违规被中国证监会立案
调查,尚未有明确结论意见。
(3) Has been placed on file for
investigation by judicial organs for
suspected crimes or put on file for
investigation by China Securities
Regulatory Commission for
suspected violations of laws and
regulations, and there is no clear
conclusion.
上述期间, 应当以公司董事会审议高
级管理人员候选人聘任议案的日期为
截止日。
During the above-mentioned
period, the deadline shall be the
date on which the company's
board of directors shall deliberate
the proposal on the appointment
of senior management personnel
candidates.

	本章程第八十八条关于董事的忠实义
	务和第八十九条(四)、(五)和(六)
	关于勤勉义务的规定,同时适用于高
	级管理人员。
	The obligation of directors to be
	faithful under Article 88 and to be
	diligent under article 89(4), 89(5), and
	89(6) shall also apply to senior
	management personnel.
第一百二十二条 总经理可以在任期	第一百二十二条 总经理和其他高级
届满以前提出辞职。有关总经理辞职	管理人员 可以在任期届满以前提出辞
的具体程序和办法由总经理与公司之	职,但不得通过辞职等方式规避其应
间的劳动合同规定。	当承担的职责。 有关总经理辞职的具
Article 122 The general manager	体程序和办法由总经理与公司之间的
may resign prior to the expiration of	劳动合同规定。
his term of office. The specific	Article 122 The general manager
procedures and formalities of the said	and other senior management
resignation shall be provided in the	personnel may resign prior to the
employment contract between the	expiration of his term of office, but
general manager and the company.	shall not evade their
	responsibilities by resignation or
	other means. The specific
	procedures and formalities of the said
	resignation shall be provided in the

employment contract between the
general manager and the company.
总经理和其他高级管理人员辞职应当
向董事会提交书面辞职报告。
The general manager and other
senior managerial personnel who
resign shall submit a written
resignation report to the board of
directors.
董事会秘书辞职未完成工作移交且相
关公告未披露的,其辞职报告应当在
董事会秘书完成工作移交且相关公告
披露后方能生效。
If the secretary of the board of
directors resigns without
completing the transfer of work
and the relevant announcement is
not disclosed, the resignation
report shall take effect only after
the secretary of the board of
directors completes the transfer of
work and the relevant
announcement is disclosed.
除前款所列情形外,高级管理人员的

	,
	辞职自辞职报告送达董事会时生效。
	辞职报告尚未生效之前,拟辞职高级
	管理人员仍应当继续履行职责。
	In addition to the circumstances
	listed in the preceding paragraph,
	the resignation of the senior
	management shall become
	effective when the resignation
	report is served on the board of
	directors. The senior management
	personnel to resign shall continue
	to perform their duties until the
	resignation report has taken
	effect.
第一百二十四条 本章程第八十六条	第一百二十四条 本章程第八十六条
关于不得担任董事的情形,同时适用	关于不得担任董事的情形,同时适用
于监事。	
1 1111 1 0	于监事。
Article 124 The circumstances under	于监事。 Article 124 The circumstances under
Article 124 The circumstances under	Article 124 The circumstances under
Article 124 The circumstances under which prohibit a person from taking	Article 124 The circumstances under which prohibit a person from taking
Article 124 The circumstances under which prohibit a person from taking the post of a director under article 86	Article 124 The circumstances under which prohibit a person from taking the post of a director under article 86
Article 124 The circumstances under which prohibit a person from taking the post of a director under article 86 shall also apply to supervisor.	Article 124 The circumstances under which prohibit a person from taking the post of a director under article 86 shall also apply to supervisor.

other senior management personnel	管理人员任职期间不得担任公司监
may concurrently work as a	事。
supervisor.	No director, general manager or
	other senior management personnel
	may concurrently work as a
	supervisor. The spouses and
	immediate family members of the
	directors and senior management
	of the company shall not serve as
	the company's supervisors during
	the tenure of the directors and
	senior management of the
	company.
第一百二十七条 监事任期届满未及	第一百二十七条 监事任期届满未及
时改选,或者监事在任期内辞职导致	时改选,或者监事在任期内辞职导致
	时改选,或者监事在任期内辞职导致 监事会成员低于法定人数的,在改选
监事会成员低于法定人数的,在改选	监事会成员低于法定人数的,在改选
监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照	监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照
监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行	监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行
监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行	监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行 监事职务。发生上述情形的,公司应当
监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行	监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行 监事职务。发生上述情形的,公司应当 在2个月内完成监事补选。监事辞职
监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行	监事会成员低于法定人数的,在改选 出的监事就任前,原监事仍应当依照 法律、行政法规和本章程的规定,履行 监事职务。发生上述情形的,公司应当 在 2 个月内完成监事补选。监事辞职 应当提交书面辞职报告,不得通过辞

of office of the supervisors, or the number of the members of the board of supervisors is less than the quorum due to the resignation of some supervisors from the board of supervisors prior to the expiry of their term of office, the original supervisors shall, before the newly elected supervisors assume their posts, exercise the authorities of the supervisors according to laws, administrative regulations as well as the articles of association.

of office of the supervisors, or the number of the members of the board of supervisors is less than the quorum due to the resignation of some supervisors from the board of supervisors prior to the expiry of their term of office, the original supervisors shall, before the newly elected supervisors assume their posts, exercise the authorities of the supervisors according to laws. administrative regulations as well as the Articles of Association. In case of any of the above situations, the company shall complete the byelection of supervisors within 2 months. When а supervisor resigns, he shall submit a written resignation report and may not evade his duties by resigning or other means.

除监事辞职导致监事会成员低于法定 最低人数的情形外,监事的辞职自辞 职报告送达监事会时生效。在监事辞

职导致监事会成员低于法定最低人数
的情形下, 辞职报告应当在下任监事
填补因其辞职产生的空缺后方能生
效。在辞职报告尚未生效之前, 拟辞职
监事仍应当继续履行职责。
Except in cases where the
members of the board of
supervisors fall below the
statutory minimum number due to
the resignation of the supervisors,
the resignation of the supervisors
shall take effect upon the delivery
of the resignation report to the
board of supervisors. If the
member of the board of
supervisors falls below the
statutory minimum number due to
the resignation of the supervisor,
the resignation report shall
become effective only after the
next supervisor fills the vacancy
caused by his resignation. Before
the resignation report is effective,
the supervisor who intends to

	resign shall continue to perform
	his duties.
第一百二十九条 监事可以列席董事	第一百二十九条 监事可以列席董事
会会议,并对董事会决议事项提出质	会会议,并对董事会决议事项提出质
询或者建议。	询或者建议。
Article 129 The supervisors may	Article 129 The supervisors may
attend the meetings of the board of	attend the meetings of the board of
directors as non-voting delegates,	directors as non-voting delegates,
and may raise questions or	and may raise questions or
suggestions on the matters to be	suggestions on the matters to be
decided by the board of directors.	decided by the board of directors.
	监事有权了解公司经营情况。公司应
	当采取措施保障监事的知情权,为监
	事正常履行职责提供必要的协助,任
	何人不得干预、阻挠。监事履行职责所
	需的有关费用由公司承担。
	Supervisors shall have the right to
	understand the business
	operation situation of the
	company. A listed company shall
	adopt measures to guarantee
	supervisors' right to know, and
	provide necessary assistance for
	supervisors' normal fulfillment of

	duties, and no one shall intervene
	with or obstruct it. The relevant
	expenses required for
	supervisors' fulfillment of duties
	shall be assumed by the company.
第一百三十二条 公司设监事会。监事	第一百三十二条 公司设监事会。监事
会由 3 名监事组成,监事会设主席 1	会由 3 名监事组成,监事会设主席 1
人。监事会主席由全体监事过半数选	人。监事会主席由全体监事过半数选
举产生。监事会主席召集和主持监事	举产生。监事会主席召集和主持监事
会会议;监事会主席不能履行职务或	会会议;监事会主席不能履行职务或
者不履行职务的,由半数及以上监事	者不履行职务的,由半数及以上监事
共同推举一名监事召集和主持监事会	共同推举一名监事召集和主持监事会
会议。	会议。
Article 132 The company shall set up	Article 132 The company shall set up
a board of supervisors, which shall	a board of supervisors, which shall
comprise <u>3 persons</u> . The board of	comprise <u>3 p</u> ersons. The board of
supervisors shall have one chairman.	supervisors shall have one chairman.
The chairman shall elected by more	The chairman shall elected by more
than half of all the supervisors. The	than half of all the supervisors. The
chairman of the board of supervisors	chairman of the board of supervisors
shall convene and preside over the	shall convene and preside over the
meetings of the board of supervisors.	meetings of the board of supervisors.
If the chairman of the board of	If the chairman of the board of
supervisors is unable or fails to	supervisors is unable or fails to

perform his duties, the supervisor	perform his duties, the supervisor
jointly recommended by half or more	jointly recommended by half or more
than half of the supervisors shall	than half of the supervisors shall
convene and preside over the	convene and preside over the
meetings of the board of supervisors.	meetings of the board of supervisors.
监事会应当包括股东代表和适当比例	监事会应当包括股东代表和适当比例
的公司职工代表,其中职工代表的比	的公司职工代表,其中职工代表的比
例不低于 1/3。监事会中的职工代表由	例不低于 1/3。监事会中的职工代表由
公司职工通过职工代表大会、职工大	公司职工通过职工代表大会、职工大
会或者其他形式民主选举产生。	会或者其他形式民主选举产生。
The board of supervisors shall	The board of supervisors shall
include representatives of an	include representatives of an
appropriate percentage of	appropriate percentage of
representatives of the company's	representatives of the company's
employees. The percentage of the	employees. The percentage of the
representatives of employees shall	representatives of employees shall
account for not less than 1/3 of all the	account for not less than 1/3 of all the
supervisors, but the concrete	supervisors, but the concrete
percentage shall be specified in the	percentage shall be specified in
articles of association. The	the Articles of Association. The
representatives of employees who	representatives of employees who
serve as members of the board of	serve as members of the board of
supervisors shall be democratically	supervisors shall be democratically
elected through the meeting of	elected through the meeting of

representatives of the company's	representatives of the company's
employees, employees' meeting or	employees, employees' meeting or
by other means.	by other means.
	监事会可以要求董事、高级管理人员、
	内部及外部审计人员等列席监事会会
	议,回答所关注的问题。
	The board of supervisors may
	request directors, senior
	executives, and internal and
	external auditors, among others,
	to attend meetings of the board of
	supervisors as nonvoting
	delegates, and answer the
	questions that they care.
第一百三十三条 监事会行使下列职	第一百三十三条 监事会行使下列职
第一百三十三条 监事会行使下列职 权:	第一百三十三条 监事会行使下列职 权:
权:	权:
权 : Article 133 The board of supervisors	权 : Article 133 The board of supervisors
权 : Article 133 The board of supervisors exercises the following authorities:	权 : Article 133 The board of supervisors exercises the following authorities:
权: Article 133 The board of supervisors exercises the following authorities: (一) 应当对董事会编制的公司定期报	权: Article 133 The board of supervisors exercises the following authorities: (一) 应当对董事会编制的公司定期报
权: Article 133 The board of supervisors exercises the following authorities: (一) 应当对董事会编制的公司定期报 告进行审核并提出书面审核意见;	权: Article 133 The board of supervisors exercises the following authorities: (一) 应当对董事会编制的公司定期报 告进行审核并提出书面审核意见;
权: Article 133 The board of supervisors exercises the following authorities: (一) 应当对董事会编制的公司定期报 告进行审核并提出书面审核意见; (1) deliberating the company's	权: Article 133 The board of supervisors exercises the following authorities: (一) 应当对董事会编制的公司定期报 告进行审核并提出书面审核意见; (1) deliberating the company's

(二)检查公司财务;	(二) 检查公司财务;
(2) checking the financial affairs of	(2) checking the financial affairs of
the company;	the company;
(三) 对董事、高级管理人员执行公司	(三) 对董事、高级管理人员执行公司
职务的行为进行监督,对违反法律、行	职务的行为进行监督,对违反法律、行
政法规、本章程或者股东大会决议的	政法规、本章程或者股东大会决议的
董事、高级管理人员提出罢免的建议;	董事、高级管理人员提出罢免的建议;
(3) supervising the duty-related acts	(3) supervising the duty-related acts
of the directors and senior	of the directors and senior
management personnel, and bringing	management personnel, and bringing
forward proposals on the removal of	forward proposals on the removal of
any director or senior management	any director or senior management
personnel who violates any law,	personnel who violates any law,
administrative regulation, the articles	administrative regulation, the Articles
of association or any resolution of the	of Association or any resolution of the
shareholders' meeting;	shareholders' meeting;
(四) 当董事、高级管理人员的行为损	(四) 当董事、高级管理人员的行为损
害公司的利益时,要求董事、高级管理	害公司的利益时,要求董事、高级管理
人员予以纠正;	人员予以纠正;
(4) demanding any director or senior	(4) demanding any director or senior
management personnel to make	management personnel to make
corrections if his/her act has injured	corrections if his/her act has injured
the interests of the company;	the interests of the company;
(五)提议召开临时股东大会,在董事	(五) 提议召开临时股东大会,在董事

会不履行《公司法》规定的召集和主持	会不履行《公司法》规定的召集和主持
股东大会职责时召集和主持股东大	股东大会职责时召集和主持股东大
숲;	숲;
(5) proposing to convening temporary	(5) proposing to convening
shareholders' meetings, and	extraordinary shareholders'
convening and presiding over	meetings, and convening and
shareholders' meetings when the	presiding over shareholders'
board of directors does not exercise	meetings when the board of directors
the functions of convening and	does not exercise the functions of
presiding over the shareholders'	convening and presiding over the
meetings as prescribed in The	shareholders' meetings as prescribed
Company Law;	in The Company Law;
(六) 向股东大会提出提案;	(六) 向股东大会提出提案;
(6) bringing forward proposals at	(6) bringing forward proposals at
shareholders' meetings;	shareholders' meetings;
(七) 依照《公司法》第一百五十一条的	(七) 依照《公司法》第一百五十一条的
规定, 对董事、高级管理人员提起诉	规定,对董事、高级管理人员提起诉
讼;	讼;
(7) initiating a law suit against	(7) initiating a law suit against
directors or senior management	directors or senior management
personnel according to the article 152	personnel according to the article 152
of <i>The</i> Company Law;	of The Company Law;
(八)发现公司经营情况异常,可以进	(八)发现公司经营情况异常,可以进
行调查;必要时,可以聘请会计师事务	行调查;必要时,可以聘请会计师事务

所、律师事务所等专业机构协助其工	所、律师事务所等专业机构协助其工
作,费用由公司承担。	作,费用由公司承担;
(8) conducting investigations	(8) conducting investigations
whenever unusual conditions of	whenever unusual conditions of
operation of the company arises and	operation of the company arises and
if necessary, to engage professional	if necessary, to engage professional
institutions such as firms of	institutions such as firms of
accountants and lawyers to assist in	accountants and lawyers to assist in
the investigations at the expense of	the investigations at the expense of
the company.	the company.
	(九) 监事会发现董事、高级管理人员
	违反法律法规、部门规章、业务规则或
	者公司章程的,应当履行监督职责,向
	董事会通报或者向股东大会报告,也
	可以直接向主办券商或者全国股转公
	司报告。
	(9) if the board of supervisors finds
	that the directors or senior
	managers have violated laws and
	regulations, departmental rules,
	business rules or the Articles of
	Association, The supervisors shall
	perform supervisory duties and
	report to the board of directors or

	the shareholders' meeting, or report directly to the sponsoring securities companies or National Equities Exchange and
	Quotations.
第一百三十四条 监事会每六个月至	第一百三十四条 监事会每六个月至
少召开一次会议。监事可以提议召开	少召开一次会议。监事可以提议召开
临时监事会会议。	临时监事会会议。
Article 134 The board of supervisors	Article 134 The board of supervisors
shall convene a meeting at least	shall convene a meeting at least
every six months. The supervisors	every six months. The supervisors
may propose to hold temporary	may propose to hold extraordinary
meetings of the board of supervisors.	meetings of the board of supervisors.
监事会决议应当经半数及以上监事通	会议通知应当在会议召开 10 日前书
过。监事会决议的表决,实行一人一	面送达全体监事。临时会议通知应当
票,表决方式为举手或投票表决。	提前5日以书面方式送达全体监事。
When the board of supervisors	情况紧急时,可以随时通过电话或者
makes a resolution, it shall be	其他口头方式发出会议通知。
adopted by more than half of the	The notice of the meeting shall be
supervisors. For the voting on a	delivered to all supervisors in
resolution of the board of	writing 10 days before the meeting
supervisors, a director shall have one	is held. The notice of the interim
vote only. Resolutions of board	meeting shall be delivered in
meetings are voted by a show of	writing to all the supervisors 5

hands or on poll.	days in advance. In case of
	emergency, the meeting notice can
	be sent by telephone or other oral
	means at any time.
	监事会决议应当经半数及以上监事通
	过。监事会决议的表决,实行一人一
	票,表决方式为举手或投票表决。
	When the board of supervisors
	makes a resolution, it shall be
	adopted by more than half of the
	supervisors. For the voting on a
	resolution of the board of
	supervisors, a director shall have one
	vote only. Resolutions of board
	meetings are voted by a show of
	hands or on poll.
第一百三十五条 监事会制定监事会	第一百三十五条 监事会制定监事会
议事规则,明确监事会的议事方式和	议事规则,明确监事会的议事方式和
表决程序,以确保监事会的工作效率	表决程序,以确保监事会的工作效率
和科学决策。	和科学决策。
Article 135 The board of supervisors	Article 135 The board of supervisors
shall formulate board meeting	shall formulate board meeting
regulations to clarify the discussion	regulations to clarify the discussion
methods and voting procedures, so	methods and voting procedures, so

as to ensure the work efficiency and	as to ensure the work efficiency and
scientific decision-making of the	scientific decision-making of the
board of supervisors.	board of supervisors.
监事会议事规则规定监事会的召开和	监事会议事规则规定监事会的召开和
表决程序。监事会议事规则由监事会	表决程序。监事会议事规则 作为本章
拟定,股东大会批准。	程的附件,由监事会拟定,股东大会批
The board meeting regulations shall	准。
specify the procedure of convening of	he board meeting regulations shall
board of supervisors' meeting and	specify the procedure of convening of
voting at board of supervisors'	board of supervisors' meeting and
meeting. And it shall be prepared by	voting at board of supervisors'
the board of supervisors, and	meeting. The rules of procedure of
approved by the shareholders'	the board of supervisors shall be
approved by the shareholders' meeting.	the board of supervisors shall be attached to the Articles of
	attached to the Articles of
	attached to the Articles of Association and shall be prepared
	attachedtothe ArticlesofAssociationandshallbepreparedbytheboardofsupervisors,and
	attachedtothe ArticlesofAssociationandshallbepreparedbytheboardofsupervisors,andapprovedbytheshareholders'
meeting.	attached to the Articles of Association and shall be prepared by the board of supervisors, and approved by the shareholders' meeting.
meeting. 第一百三十六条 监事会应当将所议	attached to the Articles of Association and shall be prepared by the board of supervisors, and approved by the shareholders' meeting. 第一百三十六条 监事会应当将所议
meeting. 第一百三十六条 监事会应当将所议 事项的决定做成会议记录,出席会议	attachedtothe ArticlesofAssociation and shall be preparedby the board of supervisors, andapprovedbythe shareholders'meeting.第一百三十六条监事会应当将所议事项的决定做成会议记录,监事会会
meeting. 第一百三十六条 监事会应当将所议 事项的决定做成会议记录,出席会议 的监事应当在会议记录上签名。	attached to the Articles of Association and shall be prepared by the board of supervisors, and approved by the shareholders' meeting. 第一百三十六条 监事会应当将所议 事项的决定做成会议记录,监事会会 议记录应当真实、准确、完整。出席会

be signed by the supervisors in	shall make records for the resolutions
presence.	on the matter it discusses, which shall
监事有权要求在记录上对其在会议上	be signed by the supervisors and
的发言做出某种说明性记载。监事会	recorder in presence. The meeting
会议记录作为公司档案至少保存 10	minutes of the board of
年。	supervisors shall be true, accurate
Each supervisor is entitled to request	and complete.
	-
that his statements made at the	监事有权要求在记录上对其在会议上
meeting be noted with some	的发言做出某种说明性记载。监事会
explanation in the meeting record.	会议记录 应当 作为公司档案 妥善保
The record of board of supervisors'	存, 至少保存 10 年。
meetings shall be kept as company	Each supervisor is entitled to request
archives for a minimum period of 10	that his statements made at the
years.	meeting be noted with some
	explanation in the meeting record.
	The record of board of supervisors'
	meetings shall be well kept as
	company archives for a minimum
	period of 10 years.
第一百八十条 公司、股东、董事、监	第一百八十条 公司、股东、董事、监
事、高级管理人员之间涉及章程规定	事、高级管理人员之间涉及章程规定
的纠纷,应当先行通过协商解决。协商	的纠纷,应当先行通过协商解决。协商
不成的,应当提交公司住所地法院通	不成的,可以提交证券期货纠纷专业
过诉讼方式解决。	调解机构进行调解、向仲裁机构申请

	仲裁或者向公司住所地法院提起诉
	讼。
Article 180 Whenever any disputes,	Article 180 Whenever any disputes,
in relating to the provisions of the	in relating to the provisions of
articles of association, arises	the Articles of Association, arises
between company, shareholders,	between company, shareholders,
directors, supervisors and senior	directors, supervisors and senior
management personnel, the dispute	management personnel, the dispute
shall be resolved in the first instance	shall be resolved in the first instance
by consultations. If no settlement can	by consultations. If no agreement
be reached through consultation,	can be reached through
such dispute shall be submitted to the	negotiation, the company may
court where the company located for	submit to a professional mediation
a legal settlement.	institution for mediation in
	disputes over securities and
	futures, apply to an arbitration
	institution for arbitration or file a
	lawsuit with the court of the
	company's domicile.

是否涉及到公司注册地址的变更:否

除上述修订外,原《公司章程》其他条款内容保持不变,前述内容尚需提交公司股东大会审议,具体以工商行政管理部门登记为准。

二、 修订原因

为适应新发布的《非上市公众公司监督管理办法》、《非上市公众公司 信息披露管理办法》、《全国中小企业股份转让系统挂牌公司信息披露 规则》及《全国中小企业股份转让系统挂牌公司治理规则》等相关规 定的要求,对《公司章程》进行相关修订。

三、 备查文件

《德中(天津)技术发展股份有限公司第二届董事会第十一次会议决议》。

德中 (天津) 技术发展股份有限公司

董事会

2020年4月23日