

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
<p>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。</p> <p>Article 2 DCT is established according to the Company Law and other relevant regulations.</p> <p>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管理局登记注册。</p> <p>DCT is set up by promotion of</p>	<p>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。</p> <p>Article 2 DCT is established according to the Company Law and other relevant regulations.</p> <p>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管理局登记注册。</p> <p>DCT is a joint stock limited company</p>

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

<p>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.</p>	<p>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.</p>
<p>第二十七条 公司根据《公司法》等相关法律法规的规定建立股东名册，股东名册是证明股东持有公司股份的充分证据。股东按其所持有股份的种类和数量享有权利，承担义务；持有同一类别、同等数量股份的股东，享有同等权利，承担同种义务。</p> <p>Article 27 In accordance with the company law and the related laws and regulations the company shall</p>	<p>第二十七条 股东名册是证明股东持有公司股份的充分证据。股东按其所持有股份的种类和数量享有权利，承担义务；持有同一类别、同等数量股份的股东，享有同等权利，承担同种义务。</p> <p>Article 27 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</p>

<p>prepare a register of shareholders.</p> <p>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.</p> <p>股东名册由公司董事会保管。</p> <p>The register of shareholders shall be kept by the company's board of directors.</p>	<p>shall be entitled to the same rights and assume the same obligations.</p>
<p>第四十条 有下列情形之一的，公司在事实发生之日起 2 个月以内召开临时股东大会：</p> <p>Article 40 Under any of the following circumstances, the company shall hold an extraordinary shareholders' meeting within 2 months upon the</p>	<p>第四十条 有下列情形之一的，公司在事实发生之日起 2 个月以内召开临时股东大会：</p> <p>Article 40 Under any of the following circumstances, the company shall hold an extraordinary shareholders' meeting within 2 months upon the</p>

<p>occurrence of the event:</p> <p>(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；</p> <p>(1) the number of directors is less than 2/3 of the number of directors as required by <i>the company law</i> or the number of directors as prescribed in the articles of association;</p> <p>(二) 公司未弥补的亏损达实收股本总额 1/3 时；</p> <p>(2) the un-recovered losses of the company reach one-third of the total paid in capital;</p> <p>(三) 单独或者合计持有公司 10%及以上股份的股东请求时；</p> <p>(3) at the request of the shareholders separately or aggregately holding 10% or more of the company's shares;</p> <p>(四) 董事会认为必要时；</p> <p>(4) whenever the board of directors deems it necessary;</p> <p>(五) 监事会提议召开时；</p> <p>(5) at the request of the board of</p>	<p>occurrence of the event:</p> <p>(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；</p> <p>(1) the number of directors is less than 2/3 of the number of directors as required by <i>the company law</i> or the number of directors as prescribed in the articles of association;</p> <p>(二) 公司未弥补的亏损达实收股本总额 1/3 时；</p> <p>(2) the un-recovered losses of the company reach one-third of the total paid in capital;</p> <p>(三) 单独或者合计持有公司 10%及以上股份的股东请求时；</p> <p>(3) at the request of the shareholders separately or aggregately holding 10% or more of the company's shares;</p> <p>(四) 董事会认为必要时；</p> <p>(4) whenever the board of directors deems it necessary;</p> <p>(五) 监事会提议召开时；</p> <p>(5) at the request of the board of</p>
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<p>supervisors;</p> <p>(六) 法律、行政法规、部门规章或本章程规定的其他情形。</p> <p>(6) other circumstances as prescribed by the law, administrative regulations, departmental regulations or the provisions of the articles of association.</p>	<p>supervisors;</p> <p>(六) 法律、行政法规、部门规章或本章程规定的其他情形。</p> <p>(6) other circumstances as prescribed by the law, administrative regulations, departmental regulations or the provisions of the articles of association.</p> <p>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。</p> <p>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.</p>
<p>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,具体地点由公司在每次股东大会通知中明确。</p> <p>Article 41 The shareholders' meeting</p>	<p>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,具体地点由公司在每次股东大会通知中明确。</p> <p>Article 41 The shareholders' meeting</p>

<p>of the company is hold at place of company domicile or other office, the specific place shall be clearly informed every time in the notice of the shareholders' meeting.</p> <p>股东大会将设置会场，原则上以现场会议方式召开，如参加现场会议有困难时，公司还将提供网络或其他方式为股东参加股东大会提供便利。股东通过上述方式参加股东大会的，视为出席。</p> <p>A meeting place shall be prepared for the shareholders' meeting, and the meeting shall be held in the form of onsite meeting in principle. In case difficulty in participation of onsite meeting, The company shall provide network or other convenience for shareholders' participation of the meeting. Shareholders shall be regarded as participation of the meeting in above mentioned form.</p>	<p>of the company is hold at place of company domicile or other office, the specific place shall be clearly informed every time in the notice of the shareholders' meeting.</p> <p>股东大会应当设置会场，以现场会议方式召开，如参加现场会议有困难时，公司还将提供网络或其他方式为股东参加股东大会提供便利。股东通过上述方式参加股东大会的，视为出席。</p> <p>A meeting place shall be prepared for the shareholders' meeting, and the meeting shall be held in the form of onsite meeting in principle. When there is difficulty to attend the on-site meeting, the company shall provide network or other communication method for the convenience of shareholders' participation of the meeting. Shareholders shall be regarded as participation of the meeting in above mentioned form.</p>
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<p>第四十二条 股东大会由董事会依法召集，由董事长主持。</p> <p>Article 42 The shareholders' meeting shall be convened by the board of directors in accordance with the law, presided over by the chairman of the board. The shareholders' meeting should be</p>	<p>第四十二条 股东大会由董事会依法召集，由董事长主持。</p> <p>Article 42 The shareholders' meeting shall be convened by the board of directors in accordance with the law, presided over by the chairman of the board. The shareholders' meeting should be.</p> <p>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。</p> <p>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.</p>
<p>第四十三条 监事会有权向董事会提</p>	<p>第四十三条 监事会有权向董事会提</p>

<p>议召开临时股东大会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规和本章程的规定，在收到提案后 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。</p> <p>Article 43 The board of supervisors shall have right to propose to the board of directors to convene an extraordinary shareholders' meeting, and the proposal should be submitted to the board of directors in writing. The board of directors shall, within 10 days after receiving the proposal, give the written feedback stating to agree or disagree to convene an extraordinary shareholders' meeting in accordance with the requirements of the law, administrative regulations and the articles of association.</p> <p>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。</p> <p>Where the board of directors agrees</p>	<p>议召开临时股东大会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规和本章程的规定，在收到提议后 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。</p> <p>Article 43 The board of supervisors shall have right to propose to the board of directors to convene an extraordinary shareholders' meeting, and the proposal should be submitted to the board of directors in writing. The board of directors shall, within 10 days after receiving the proposal, give the written feedback stating to agree or disagree to convene an extraordinary shareholders' meeting in accordance with the requirements of the law, administrative regulations and the Articles of Association.</p> <p>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。</p> <p>Where the board of directors agrees</p>
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<p>to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days after the board of directors makes decision. Any change to the original proposal in the notice shall be subject to consent of the board of supervisors.</p> <p>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，监事会可以自行召集和主持。</p> <p>Where the board of directors does not agree to convene the extraordinary shareholders' meeting, or failure to give any written feedback within 10 days after receiving the proposal shall be regarded as the board of directors' being unable to perform or failing to perform the obligations to convene the shareholders' meeting, and the board of supervisors may convene and preside over the</p>	<p>to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days after the board of directors makes decision. Any change to the original proposal in the notice shall be subject to consent of the board of supervisors.</p> <p>董事会不同意召开临时股东大会，或者在收到提议后 10 日内未做出书面反馈的，视为董事会不能履行或者不履行召集股东大会会议职责，监事会应当自行召集和主持股东大会。</p> <p>Where the board of directors does not agree to convene the extraordinary shareholders' meeting, or failure to give any written feedback within 10 days after receiving the proposal shall be regarded as the board of directors' being unable to perform or failing to perform the obligations to convene the shareholders' meeting, and the board of supervisors shall convene and preside over the</p>
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meeting itself.	meeting itself.
<p>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请求召开临时股东大会，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召开临时股东大会的书面反馈意见。</p> <p>Article 44 Shareholder(s) who individually or jointly holds 10% or more of the company's shares shall have right to request the board of directors to convene an extraordinary shareholders' meeting, and the request should be submitted to the board of directors in writing. The board of directors shall, within 10 days after receiving the request, give the written feedback stating to agree or disagree to convene an extraordinary shareholders' meeting in accordance with the requirements of the law, administrative regulations</p>	<p>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。董事会应当根据法律、行政法规和本章程的规定，在收到提议后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。</p> <p>Article 44 Shareholder(s) who individually or jointly holds 10% or more of the company's shares shall have right to request the board of directors to convene an extraordinary shareholders' meeting, and the request should be submitted to the board of directors in writing. The board of directors shall, within 10 days after receiving the request, give the written feedback stating to agree or disagree to convene an extraordinary shareholders' meeting in accordance with the requirements of the law, administrative regulations</p>

<p>and the articles of association.</p> <p>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 日内发出召开股东大会的通知，通知中对原请求的变更，应当征得相关股东的同意。</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days after the board of directors makes decision. Any change to the original request in the notice shall be subject to consent of relevant shareholder(s).</p> <p>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开临时股东大会，并应当以书面形式向监事会提出请求。</p> <p>Where the board of directors does not agree to convene the extraordinary shareholders' meeting, or failure to give any written feedback within 10</p>	<p>and the Articles of Association.</p> <p>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 日内发出召开股东大会的通知，通知中对原提议的变更，应当征得相关股东的同意。</p> <p>Where the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days after the board of directors makes decision. Any change to the original request in the notice shall be subject to consent of relevant shareholder(s).</p> <p>董事会不同意召开临时股东大会，或者在收到提议后 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，并应当以书面形式向监事会提出。</p> <p>Where the board of directors does not agree to convene the extraordinary shareholders' meeting, or failure to give any written feedback within 10</p>
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<p>days after receiving the request shall be regarded as the board of directors' being unable to perform or failing to perform the obligations to convene the shareholders' meeting, the shareholder(s) who individually or jointly holds 10% or more of the company's shares shall have the right to submit the request in written form to the board of supervisors for convening the extraordinary shareholders' meeting.</p> <p>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的通知，通知中对原提案的变更，应当征得相关股东的同意。</p> <p>Where the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days after the board of supervisors makes decision. Any change to the original request in the notice shall be subject to consent of</p>	<p>days after receiving the request shall be regarded as the board of directors' being unable to perform or failing to perform the obligations to convene the shareholders' meeting, the shareholder(s) who individually or jointly holds 10% or more of the company's shares shall have the right to submit the request in written form to the board of supervisors for convening the extraordinary shareholders' meeting.</p> <p>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的通知，通知中对原提案的变更，应当征得相关股东的同意。</p> <p>Where the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days after the board of supervisors makes decision. Any change to the original request in the notice shall be subject to consent of</p>
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<p>relevant shareholder(s).</p> <p>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持。</p> <p>Where the board of supervisors does not agree to convene the extraordinary shareholders' meeting, or failure to give any feedback within 10 days after receiving the request shall be regarded as the board of supervisors' being unable to perform or failing to perform the obligations to convene the shareholders' meeting, the shareholder(s) who individually or jointly holds 10% or more of the company's shares may convene and preside over the meeting himself (themselves).</p>	<p>relevant shareholder(s).</p> <p>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持。</p> <p>Where the board of supervisors does not agree to convene the extraordinary shareholders' meeting, or failure to give any feedback within 10 days after receiving the request shall be regarded as the board of supervisors' being unable to perform or failing to perform the obligations to convene the shareholders' meeting, the shareholder(s) who individually or jointly holds 10% or more of the company's shares may convene and preside over the meeting himself (themselves).</p>
<p>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。董事会应当提供股权登记日的股东名册。</p>	<p>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、信息披露事务负责人应当予以配合，并及时履行信息披露义务。董事会应当提供股权</p>

<p>Article 46 Where a shareholders' meeting is convened by the board of supervisors or by the shareholders themselves, the board of directors shall cooperate. The board of directors should provide the register of shareholders on the date of registration of shareholding.</p>	<p>登记日的股东名册。召集人所获取的股东名册不得用于除召开股东大会以外的其他用途。</p> <p>Article 46 Where a shareholders' meeting is convened by the board of supervisors or by the shareholders themselves, the board of directors and the person in charge of 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.</p>
<p>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司 3%及以上股份的股东，有权向公司提出提案。</p>	<p>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司 3%及以上股份的股东，有权向公司提出提案。</p>

<p>Article 49 Where a shareholders' meeting is held by the company, the board of directors, board of supervisors or shareholders holding individually or jointly 3% or more of the company's shares shall be entitled to propose resolution to the company.</p> <p>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 日前提出临时提案并书面提交召集人。</p> <p>召集人应当在收到提案后 2 日内发出股东大会补充通知，公告临时提案的内容。</p> <p>Shareholders holding, individually or jointly, 3% or more of the company's shares shall be entitled to submit temporary resolutions to the convener in writing 10 days prior to the holding of the shareholders' meeting. The convener shall, within 2 days of receipt of such proposals, issue a supplemental notice of the shareholders' meeting announcing</p>	<p>Article 49 Where a shareholders' meeting is held by the company, the board of directors, board of supervisors or shareholders holding individually or jointly 3% or more of the company's shares shall be entitled to propose resolution to the company.</p> <p>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 日前提出临时提案并书面提交召集人。</p> <p>召集人应当在收到提案后 2 日内发出股东大会补充通知，公告临时提案的内容，并将该临时提案提交股东大会审议。</p> <p>Shareholders holding, individually or jointly, 3% or more of the company's shares shall be entitled to submit temporary resolutions to the convener in writing 10 days prior to the holding of the shareholders' meeting. The convener shall, within 2 days of receipt of such proposals, issue a supplemental notice of the</p>
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<p>the contents of the temporary solution.</p> <p>除前款规定的情形外，召集人在发出股东大会通知公告后，不得修改股东大会通知中已列明的提案或增加新的提案。</p> <p>Except for the circumstances specified in the preceding paragraph, the convener shall not make amendments to any proposed resolution set out in the notice of the shareholders' meeting or propose any new resolution after the dispatch of the notice of the shareholders' meeting.</p> <p>股东大会通知中未列明或不符合本章程第四十八条规定的提案，股东大会不得进行表决并做出决议。</p> <p>Any proposed resolution which is not 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.</p>	<p>shareholders' meeting announcing the contents of the temporary solution. And will submit the interim proposal to the shareholders' meeting for consideration.</p> <p>除前款规定的情形外，召集人在发出股东大会通知公告后，不得修改股东大会通知中已列明的提案或增加新的提案。</p> <p>Except for the circumstances specified in the preceding paragraph, the convener shall not make amendments to any proposed resolution set out in the notice of the shareholders' meeting or propose any new resolution after the dispatch of the notice of the shareholders' meeting.</p> <p>股东大会通知中未列明或不符合本章程第四十八条规定的提案，股东大会不得进行表决并做出决议。</p> <p>Any proposed resolution which is not set out in the notice of the</p>
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	shareholders' meeting or not in compliance with the provisions of the article 48 shall not be voted upon and passed thereat.
<p>第五十一条 股东大会的通知包括以下内容：</p> <p>Article 51 Following information shall be specified in the notice of the shareholders' meeting:</p> <p>(一) 会议的时间、地点和会议期限；</p> <p>(1) date and time, place, and duration of the meeting;</p> <p>(二) 提交会议审议的事项和提案；</p> <p>(2) the matters and proposals to be deliberated at the meeting;</p> <p>(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；</p> <p>(3) an conspicuous text statement that all the shareholders shall have the right to attend the shareholders' meeting, and a shareholder entitled to attend and vote at such meeting</p>	<p>第五十一条 股东大会的通知包括以下内容：</p> <p>Article 51 Following information shall be specified in the notice of the shareholders' meeting:</p> <p>(一) 会议的时间、地点和会议期限；</p> <p>(1) date and time, place, and duration of the meeting;</p> <p>(二) 提交会议审议的事项和提案；</p> <p>(2) the matters and proposals to be deliberated at the meeting;</p> <p>(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；</p> <p>(3) an conspicuous text statement that all the shareholders shall have the right to attend the shareholders' meeting, and a shareholder entitled to attend and vote at such meeting</p>

<p>shall have the right to appoint one or more proxies to attend and vote on his behalf at such meeting, and that a proxy needs not to be a shareholder of the company;</p> <p>(四) 有权出席股东大会股东的股权登记日;</p> <p>(4) the registration date for the shareholdings of the shareholders who are entitled to attend the shareholders' meeting;</p> <p>(五) 会务常设联系人姓名, 电话号码。</p> <p>(5) the name and telephone number of the designated liaison contact person concerning the meeting.</p> <p>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容。</p> <p>All the material and actual information of proposed resolution shall be fully and completely disclosed in the notice and the supplementary notice of the shareholders' meeting.</p>	<p>shall have the right to appoint one or more proxies to attend and vote on his behalf at such meeting, and that a proxy needs not to be a shareholder of the company;</p> <p>(四) 有权出席股东大会股东的股权登记日;</p> <p>(4) the registration date for the shareholdings of the shareholders who are entitled to attend the shareholders' meeting;</p> <p>(五) 会务常设联系人姓名, 电话号码。</p> <p>(5) the name and telephone number of the designated liaison contact person concerning the meeting.</p> <p>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容, 以及为使股东对拟讨论事项做出合理判断所需的全部资料或解释。</p> <p>All the material and actual information of proposed resolution shall be fully and completely disclosed in the notice and the supplementary notice of the</p>
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<p>股东大会通知中确定的股权登记日与会议日期之间的间隔应当不多于 7 个工作日。股权登记日一旦确认，不得变更。</p> <p>The time interval between the date determined in the notice of the shareholders' meeting and the date of share registration, shall be no more than 7 working days. Once the date of share registration has been confirmed, it may not be changed.</p>	<p>shareholders' meeting. And all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed.</p> <p>股东大会通知中确定的股权登记日与会议日期之间的间隔应当不多于 7 个交易日，且应当晚于公告的披露时间。股权登记日一旦确认，不得变更。</p> <p>The time interval between the 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.</p>
<p>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分披露董事、监事候选人的详细资料，至少包括以下内容：</p> <p>Article 52 Where the elections of</p>	<p>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分披露董事、监事候选人的详细资料，至少包括以下内容：</p> <p>Article 52 Where the elections of</p>

<p>directors or supervisors shall be considered at the shareholders' meetings, the detailed biographies of candidates for director(s) or supervisor(s) shall be fully disclosed in the notice of the shareholders' meeting, which shall include at least the following information:</p> <p>(一) 教育背景、工作经历、兼职等个人情况;</p> <p>(1) personal information such as educational background, work experiences and part-time employments;</p> <p>(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;</p> <p>(2) interested relationship, if any, with the company, the controlling shareholder(s) and the actual controller of the company;</p> <p>(三) 披露持有本公司股份数量;</p> <p>(3) the number of shares in the company held;</p>	<p>directors or supervisors shall be considered at the shareholders' meetings, the detailed biographies of candidates for director(s) or supervisor(s) shall be fully disclosed in the notice of the shareholders' meeting, which shall include at least the following information:</p> <p>(一) 教育背景、工作经历、兼职等个人情况;</p> <p>(1) personal information such as educational background, work experiences and part-time employments;</p> <p>(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;</p> <p>(2) interested relationship, if any, with the company, the controlling shareholder(s) and the actual controller of the company;</p> <p>(三) 披露持有本公司股份数量;</p> <p>(3) the number of shares in the company held;</p>
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<p>(四) 是否受过有关部门的处罚和惩戒。</p> <p>(4) any penalties and censures by relevant authorities.</p> <p>每位董事、监事候选人应当以单项提案提出。</p> <p>Each of the candidates of director or supervisor shall be individually proposed.</p>	<p>(四) 是否受过有关部门的处罚和惩戒。</p> <p>(4) any penalties and censures by relevant authorities.</p> <p>(五) 每位董事、监事候选人应当以单项提案提出。</p> <p>(5) Each of the candidates of director or supervisor shall be individually proposed.</p> <p>(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：</p> <p>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</p>
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	<p>risks:</p> <p>(1)最近三年内受到中国证监会及其派出机构行政处罚；</p> <p>a. Subject to the administrative punishment by the China Securities Regulatory Commission and its local agencies within the last three years;</p> <p>(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；</p> <p>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;</p> <p>(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。</p> <p>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</p>
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	<p>suspected violations of laws and regulations, and there is no clear conclusion.</p> <p>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。</p> <p>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.</p>
<p>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，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原因。延期召开股东大会的，应当通知延期后的召开日期。</p> <p>Article 53 Once a notice of the shareholders' meeting is dispatched,</p>	<p>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，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，公司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因。延期召开股东大会的，公司应当通知延期后的召开日期。</p> <p>Article 53 Once a notice of the shareholders' meeting is issued, the</p>

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

<p>(一) 会议时间、地点、议程和召集人姓名或名称；</p> <p>(1) the date and time, venue, agenda and names of conveners;</p> <p>(二) 会议主持人以及出席或列席会议的董事、监事、总经理和其他高级管理人员姓名；</p> <p>(2) the name of the conductor of the meeting, and the names of the directors, supervisors, general manager, and other senior management personnel attending or present at the meeting;</p> <p>(三) 出席会议的股东和代理人人数、所持有表决权的股份总数及占公司股份总数的比例；</p> <p>(3) the numbers of shareholders and proxies attending the meeting as well as the shares with voting rights held by them, and percentage of such shares to the total share capital of the company;</p> <p>(四) 对每一提案的审议经过、发言要点和表决结果；</p>	<p>of information disclosure shall be responsible and followings shall be recorded:</p> <p>(一) 会议时间、地点、议程和召集人姓名或名称；</p> <p>(1) the date and time, venue, agenda and names of conveners;</p> <p>(二) 会议主持人以及出席或列席会议的董事、监事、总经理和其他高级管理人员姓名；</p> <p>(2) the name of the conductor of the meeting, and the names of the directors, supervisors, general manager, and other senior management personnel attending or present at the meeting;</p> <p>(三) 出席会议的股东和代理人人数、所持有表决权的股份总数及占公司股份总数的比例；</p> <p>(3) the numbers of shareholders and proxies attending the meeting as well as the shares with voting rights held by them, and percentage of such shares to the total share capital of the</p>
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<p>(4) the deliberations process of, a summary of comments on, voting results of each resolution;</p> <p>(五) 股东的质询意见或建议以及相应的答复或说明;</p> <p>(5) inquires, opinion and suggestions made by the shareholders and the answers and explanations given;</p> <p>(六) 计票人、监票人姓名;</p> <p>(6) name of the voting counters and voting supervisors;</p> <p>(七) 本章程规定应当载入会议记录的其他内容。</p> <p>(7) other items specified by the articles of the association to be included in the minutes.</p>	<p>company;</p> <p>(四) 对每一提案的审议经过、发言要点和表决结果;</p> <p>(4) the deliberations process of, a summary of comments on, voting results of each resolution;</p> <p>(五) 股东的质询意见或建议以及相应的答复或说明;</p> <p>(5) inquires, opinion and suggestions made by the shareholders and the answers and explanations given;</p> <p>(六) 计票人、监票人姓名;</p> <p>(6) name of the voting counters and voting supervisors;</p> <p>(七) 本章程规定应当载入会议记录的其他内容。</p> <p>(7) other items specified by the articles of the association to be included in the minutes.</p>
<p>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。出席会议的董事、监事、召集人或其代表、会议主持人应当在会议记录上签</p>	<p>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。出席会议的董事、董事会秘书、召集人或其代表、会议主持人应当在会议记录</p>

<p>名。会议记录应当与现场出席股东的签名册及代理出席的委托书、网络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。</p> <p>Article 69 The convener shall ensure that the records are true, accurate and complete. The minutes shall be signed by directors, supervisors, conveners and their representatives and the conductor of the meeting, who attends the meeting, and shall be kept together with the signature book of shareholders present at the meeting, authorization letters of proxies, valid information on voting by internet and other methods. They should be kept for not less than 10 years.</p>	<p>上签名，并保证会议记录真实、准确、完整。会议记录应当与现场出席股东的签名册及代理出席的委托书、网络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。</p> <p>Article 69 The convener shall ensure that the records are true, accurate and complete. The minutes shall be signed by directors, secretary of the board, conveners and their representatives and the conductor of the meeting, who attends the meeting, and shall be kept together with the signature book of shareholders present at the meeting, authorization letters of proxies, valid information on voting by internet and other methods. They should be kept for not less than 10 years.</p>
<p>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使表决权，每一股份享有一票表决权。</p> <p>Article 74 Shareholders (including their proxy) exercises their voting</p>	<p>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使表决权，每一股份享有一票表决权，法律法规另有规定的除外。</p> <p>Article 74 Shareholders (including</p>

<p>rights according to the number of shares with voting rights, each share shall carry one vote.</p> <p>公司持有的本公司股份没有表决权，且该部分股份不计入出席股东大会有表决权的股份总数。</p> <p>Shares of the company which are 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.</p>	<p>shareholder proxies) exercise their voting rights according to the number of shares with voting rights they present, each share shall carry one vote, except as otherwise provided by laws and regulations.</p> <p>公司持有的本公司股份没有表决权，且该部分股份不计入出席股东大会有表决权的股份总数。</p> <p>Shares of the company which are 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.</p> <p>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。</p> <p>The company's controlling subsidiaries shall not acquire</p>
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	<p>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.</p> <p>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。</p> <p>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.</p>
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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，由其他股东根据其所持表决权进行表决，并依据本章程之规定通过相应的决议。

Article 75 When the shareholders' meeting deliberates connected transactions, interested shareholders shall refrain from voting, and the number of voting shares represented shall not be counted in the total number of valid votes. The announcement of the resolution of shareholders' meeting shall fully disclose the details of the voting by non-connected shareholders. Under the circumstance of the avoidance by the connected shareholder, other shareholders shall exercise the voting rights and pass the relevant resolution according to the articles of

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；股东大会决议的公告应当充分披露非关联股东的表决情况。**法律法规、部门规章、业务规则另有规定和全体股东均为关联方的除外。**关联股东回避后，由其他股东根据其所持表决权进行表决，并依据本章程之规定**处理**相应的决议。

Article 75 When the shareholders' meeting deliberates connected transactions, interested shareholders shall **not participate in the voting**, and the number of voting shares represented **by them** shall not be counted in the total number of valid votes. **The voting status of non-connected shareholders shall be fully disclosed in the announcement of the resolution of shareholders' meeting. Except where laws and regulations, departmental rules and business**

<p>association.</p> <p>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。</p> <p>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.</p>	<p>rules provide otherwise and all shareholders are related parties.</p> <p>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.</p> <p>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。</p> <p>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.</p>
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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股东大会中止或不能做出决议外，股东大会将不会对提案进行搁置或不予表决。

Article 78 Proposals shall be put to vote item by item at the shareholders' meeting. Where there are different proposals for the same matter, the proposals shall be put to vote by their submitted time sequence. 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案的，将按提案提出的时间顺序进行表决。股东大会应当给予每个提案合理的讨论时间。股东在股东大会上不得对同一事项不同的提案同时投同意票。除因不可抗力等特殊原因导致股东大会中止或不能做出决议外，股东大会将不会对提案进行搁置或不予表决。

Article 78 Proposals shall be put to vote item by item at the shareholders' meeting. Where there are different proposals for the same matter, the proposals shall be put to vote by their submitted time sequence. **The shareholders' meeting shall give each proposal reasonable time to discuss. At the shareholders' 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

	<p>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.</p>
<p>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：</p> <p>Article 86 The directors of the company shall be natural persons. Anyone who is under any of the following circumstances shall not take the post of a director of the company:</p> <p>(一) 无民事行为能力或者限制民事行为能力；</p> <p>(1) being without or with limited capacity of civil conduct;</p> <p>(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，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，执行期满未逾 5 年；</p> <p>(2) been sentenced to any criminal</p>	<p>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：</p> <p>Article 86 The directors of the company shall be natural persons. Anyone who is under any of the following circumstances shall not take the post of a director of the company:</p> <p>(一) 无民事行为能力或者限制民事行为能力；</p> <p>(1) being without or with limited capacity of civil conduct;</p> <p>(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，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，执行期满未逾 5 年；</p> <p>(2) been sentenced to any criminal penalty due to an offence of</p>

<p>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;</p> <p>(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；</p> <p>(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</p>	<p>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;</p> <p>(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；</p> <p>(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;</p>
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<p>the company or enterprise;</p> <p>(四) 担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人，并负有个人责任的，自该公司、企业被吊销营业执照之日起未逾 3 年；</p> <p>(4) was the legal representative of a company or enterprise, and the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to violation of the law, and he is personally liable for the revocation, 3 years have not passed since the date of the revocation of the business license thereof;</p> <p>(五) 个人所负数额较大的债务到期未清偿；</p> <p>(5) has a relatively large amount of debt which is due but un-cleared;</p> <p>(六) 法律、行政法规或部门规章规定的其他内容。</p> <p>(6) other case prescribed by the law, administrative regulations or departmental regulations.</p>	<p>(四) 担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人，并负有个人责任的，自该公司、企业被吊销营业执照之日起未逾 3 年；</p> <p>(4) was the legal representative of a company or enterprise, and the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to violation of the law, and he is personally liable for the revocation, 3 years have not passed since the date of the revocation of the business license thereof;</p> <p>(五) 个人所负数额较大的债务到期未清偿；</p> <p>(5) has a relatively large amount of debt which is due but un-cleared;</p> <p>(六) 被中国证监会采取证券市场禁入措施或者认定为不适当人选，期限尚未届满；</p> <p>(6) the time limit has not yet expired for the banning measures from entering the securities</p>
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<p>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。</p> <p>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.</p>	<p>markets taken by the China Securities Regulatory Commission or identified as inappropriate candidates;</p> <p>(七) 被全国股转公司或者证券交易所采取认定其不适合担任公司董事、监事、高级管理人员的纪律处分，期限尚未届满；</p> <p>(7)the time limit has not yet expired for the disciplinary action taken by National Equities Exchange and Quotations or the Stock Exchange that deems him/her unfit to serve as a director, supervisor or senior manager of the company;</p> <p>(八) 中国证监会和全国股转公司规定的其他情形。</p> <p>(8) other circumstances stipulated by the China Securities Regulatory Commission and National Equities Exchange and Quotations.</p>
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	<p>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。</p> <p>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.</p>
<p>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交书面辞职报告。</p> <p>Article 91 Directors may resign before expiry of their terms of office. The directors who resign shall submit to the board of director a written report in relation to their resignation.</p> <p>如因董事的辞职导致公司董事会低于法定最低人数时，在改选出的董事就</p>	<p>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交书面辞职报告。董事不得通过辞职等方式规避其应当承担的职责。</p> <p>Article 91 Directors may resign before expiry of their terms of office. The directors who resign shall submit to the board of director a written report in relation to their resignation.</p> <p>Directors shall not evade their</p>

<p>任前，原董事仍应当依照法律、行政法规、部门规章和本章程规定，履行董事职务。</p> <p>In the case that the resignation of any director during his term of office results in the number of members of the board being less than the statutory minimum requirement, the existing directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the articles of association until the re-elected directors take their office.</p> <p>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。</p> <p>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.</p>	<p>responsibilities by resignation or other means.</p> <p>在董事辞职导致董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董事填补因其辞职产生的空缺后方能生效。如因董事的辞职导致公司董事会低于法定最低人数时，在改选出的董事就任前，原董事仍应当依照法律、行政法规、部门规章和本章程规定，履行董事职务。公司应当在 2 个月内完成董事补选。</p> <p>In the case where the resignation of a director causes the board of directors to fall below the statutory minimum number, the resignation report shall take effect only after the next director fills the vacancy resulting from his/her resignation.</p> <p>If the board of directors of the company is lower than the statutory minimum number due to the resignation of directors, before the re-elected directors take office, the original directors shall still</p>
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	<p>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.</p> <p>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。</p> <p>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.</p>
<p>第九十七条 董事会行使下列职权： Article 97 The board of directors exercises the following authorities:</p> <p>(一) 召集股东大会，并向股东大会报告工作；</p> <p>(1) convening shareholders' meetings and reporting the status on work thereto;</p> <p>(二) 执行股东大会的决议；</p>	<p>第九十七条 董事会行使下列职权： Article 97 The board of directors exercises the following authorities:</p> <p>(一) 召集股东大会，并向股东大会报告工作；</p> <p>(1) convening shareholders' meetings and reporting the status on work thereto;</p> <p>(二) 执行股东大会的决议；</p>

<p>(2) carrying out the resolutions made at the shareholders' meetings;</p> <p>(三) 决定公司的经营计划和投资方案;</p> <p>(3) determining the operation plans and investment plans of the company;</p> <p>(四) 制订公司的年度财务预算方案、决算方案;</p> <p>(4) working out the company's annual financial budget plans and final account plans;</p> <p>(五) 制订公司的利润分配方案和弥补亏损方案;</p> <p>(5) working out the company's profit distribution plans and loss recovery plans;</p> <p>(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;</p> <p>(6) working out the company's plans on the increase or decrease of registered capital, and on the issuance of corporate bonds or other securities, as well as plan for the</p>	<p>(2) carrying out the resolutions made at the shareholders' meetings;</p> <p>(三) 决定公司的经营计划和投资方案;</p> <p>(3) determining the operation plans and investment plans of the company;</p> <p>(四) 制订公司的年度财务预算方案、决算方案;</p> <p>(4) working out the company's annual financial budget plans and final account plans;</p> <p>(五) 制订公司的利润分配方案和弥补亏损方案;</p> <p>(5) working out the company's profit distribution plans and loss recovery plans;</p> <p>(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;</p> <p>(6) working out the company's plans on the increase or decrease of registered capital, and on the issuance of corporate bonds or other securities, as well as plan for the</p>
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<p>listing of the company;</p> <p>(七) 拟订公司重大收购、收购本公司股票或者合并、分立、解散及变更公司形式的方案；</p> <p>(7) working out the company's plans on significant acquisitions, on purchases of shares of the company, or on merger, division, dissolution and change of the company form;</p> <p>(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、资产抵押、对外担保事项、委托理财、关联交易等事项，包括：</p> <p>(8) making decisions on the company's external investment, purchase and sale of assets, pledge of assets, provision of external guarantees, appointment of financial management, and connected transactions etc. within the scope authorized of the shareholders' meeting, including:</p> <p>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</p>	<p>listing of the company;</p> <p>(七) 拟订公司重大收购、收购本公司股票或者合并、分立、解散及变更公司形式的方案；</p> <p>(7) working out the company's plans on significant acquisitions, on purchases of shares of the company, or on merger, division, dissolution and change of the company form;</p> <p>(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、资产抵押、对外担保事项、委托理财、关联交易等事项，包括：</p> <p>(8) making decisions on the company's external investment, purchase and sale of assets, pledge of assets, provision of external guarantees, appointment of financial management, and connected transactions etc. within the scope authorized of the shareholders' meeting, including:</p> <p>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</p>
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<p>处置事项，或公司在会计年度内购买、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 30%的事项；</p> <p>Asset disposal with individual amount exceeding 20% but not exceeding 30% of the latest audited net assets of the company, or the purchases or sales of important assets within a fiscal year with the aggregate amount exceeding 20% but not exceeding 30% of the latest audited total assets of the company;</p> <p>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。</p> <p>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., where the purchase or sales is related with daily operations.</p>	<p>处置事项，或公司在会计年度内购买、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 30%的事项；</p> <p>Asset disposal with individual amount exceeding 20% but not exceeding 30% of the latest audited net assets of the company, or the purchases or sales of important assets within a fiscal year with the aggregate amount exceeding 20% but not exceeding 30% of the latest audited total assets of the company;</p> <p>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。</p> <p>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., where the purchase or sales is related with daily operations.</p>
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<p>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最近一期经审计净资产 30%的股权投资；</p> <p>Equity investment with individual amount not exceeding RMB 8 million, or with cumulative amount within a fiscal year not exceeding 30% of the latest audited net assets of the company;</p> <p>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；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（发行债券除外）；</p> <p>Debt financing with individual amount exceeding RMB 10 million but not exceeding 15 million, or cumulative amount within a fiscal year not exceeding 30% but not exceeding 50% of the latest audited net assets of the company; or with the asset-</p>	<p>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最近一期经审计净资产 30%的股权投资；</p> <p>Equity investment with individual amount not exceeding RMB 8 million, or with cumulative amount within a fiscal year not exceeding 30% of the latest audited net assets of the company;</p> <p>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；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（发行债券除外）；</p> <p>Debt financing with individual amount exceeding RMB 10 million but not exceeding 15 million, or cumulative amount within a fiscal year not exceeding 30% but not exceeding 50% of the latest audited net assets of the company; or with the asset-</p>
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<p>liability ratio exceeding 50% but not exceeding 70% after debt financing (except bond issues);</p> <p>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 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期经审计净资产 15% 但不超过 30% 的关联交易；</p> <p>Related transaction with associated natural person for cumulative amount within a fiscal year exceeding RMB 0.5 million but not exceeding RMB 2 million; related transaction with an associated legal person for individual amount exceeding RMB 1 million but not exceeding RMB 2 million or cumulative amount within a fiscal year exceeding 15% but not exceeding 30% of the company's latest audited net asset;</p> <p>股东会审议标准以下的对外担保事</p>	<p>liability ratio exceeding 50% but not exceeding 70% after debt financing (except bond issues);</p> <p>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 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期经审计净资产 15% 但不超过 30% 的关联交易；</p> <p>Related transaction with associated natural person for cumulative amount within a fiscal year exceeding RMB 0.5 million but not exceeding RMB 2 million; related transaction with an associated legal person for individual amount exceeding RMB 1 million but not exceeding RMB 2 million or cumulative amount within a fiscal year exceeding 15% but not exceeding 30% of the company's latest audited net asset;</p> <p>低于股东会审议标准以下的对外担保</p>
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<p>项；</p> <p>External guarantee matters under standards to be submitted to the resolution of shareholders' meeting;</p> <p>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超过公司最近一期经审计净资产的30%的非日常经营事项。</p> <p>Other non-routine business involving individual amount not exceeding 10% of latest audited net assets or cumulative amount within a fiscal year not exceeding 30% of the company's latest audited net asset, with exception of asset disposal, equity investment, debt financing, related party transactions and external guarantee.</p> <p>上述指标计算中涉及的数据如为负值，取其绝对值计算。</p> <p>If above data involved is a negative value, the data should be calculated</p>	<p>事项；</p> <p>External guarantee matters lower than the deliberation standard of the shareholders' meeting;</p> <p>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超过公司最近一期经审计净资产的30%的非日常经营事项。</p> <p>Other non-routine business involving individual amount not exceeding 10% of latest audited net assets or cumulative amount within a fiscal year not exceeding 30% of the company's latest audited net asset, with exception of asset disposal, equity investment, debt financing, related party transactions and external guarantee.</p> <p>上述指标计算中涉及的数据如为负值，取其绝对值计算。</p> <p>If above data involved is a negative value, the data should be calculated</p>
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<p>by its absolute value.</p> <p>(九) 决定公司内部管理机构的设置；</p> <p>(9) making decisions on the establishment of the company's internal management departments;</p> <p>(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；</p> <p>(10) making decisions on hiring or dismissing the company's general manager, senior management personnel such as directors, as well as their remuneration; according to the nomination of the general manager, deciding on the hiring or dismissing of vice/assistant general manager(s).</p> <p>(十一) 制订公司的基本管理制度；</p> <p>(11) working out the company's basic management system;</p> <p>(十二) 制订本章程的修改方案；</p> <p>(12) working out proposal for amendment to the articles of</p>	<p>by its absolute value.</p> <p>(九) 决定公司内部管理机构的设置；</p> <p>(9) making decisions on the establishment of the company's internal management departments;</p> <p>(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；</p> <p>(10) making decisions on hiring or dismissing the company's general manager, senior management personnel such as directors, as well as their remuneration; according to the nomination of the general manager, deciding on the hiring or dismissing of vice/assistant general manager(s).</p> <p>(十一) 制订公司的基本管理制度；</p> <p>(11) working out the company's basic management system;</p> <p>(十二) 制订本章程的修改方案；</p> <p>(12) working out proposal for amendment to the Articles of</p>
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<p>association;</p> <p>(十三) 管理公司信息披露事项;</p> <p>(13) managing information disclosure of the company;</p> <p>(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;</p> <p>(14) proposing hiring or replacement of the accounting working for auditing to the shareholders' meeting;</p> <p>(十五) 听取公司总经理的工作汇报并检查总经理的工作;</p> <p>(15) receiving the working report and inspecting the work of general manager;</p> <p>(十六) 法律、行政法规、部门规章或本章程授予的其他职权。</p> <p>(16) Other functions authorized by law, administrative regulations, departmental regulations, or the articles of association.</p>	<p>Association;</p> <p>(十三) 管理公司信息披露事项;</p> <p>(13) managing information disclosure of the company;</p> <p>(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;</p> <p>(14) proposing hiring or replacement of the accounting working for auditing to the shareholders' meeting;</p> <p>(十五) 听取公司总经理的工作汇报并检查总经理的工作;</p> <p>(15) receiving the working report and inspecting the work of general manager;</p> <p>(十六) 法律、行政法规、部门规章或本章程授予的其他职权。</p> <p>(16) Other functions authorized by law, administrative regulations, departmental regulations, or the Articles of Association.</p>
<p>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议，提高工作效率，保证科学决策。</p>	<p>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议，提高工作效率，保证科学决策。</p>

<p>Article 98 The board of directors shall formulate board meeting regulations to ensure the resolution passed at shareholders' meeting are finalized by board of directors, and to improve work efficiency, to secure rational decisions.</p> <p>董事会议事规则由董事会拟定，股东大会批准。</p> <p>The board meeting regulations shall be prepared by the board of directors, and approved by the shareholders' meeting.</p>	<p>Article 98 The board of directors shall formulate board meeting regulations to ensure the resolution passed at shareholders' meeting are finalized by board of directors, and to improve work efficiency, to secure rational decisions.</p> <p>董事会议事规则作为本章程的附件，由董事会拟定，股东大会批准。</p> <p>The board meeting regulations shall be prepared by the board of directors, and approved by the shareholders' meeting as annex to the Articles of Association.</p>
<p>第一百零六条 董事会会议通知包括以下内容：</p> <p>Article 106 Following information shall be specified in the notice of the board of director's meeting:</p> <p>(一) 会议日期和地点；</p> <p>(1) date and time, place of the meeting;</p> <p>(二) 会议期限；</p> <p>(2) duration of the meeting;</p>	<p>第一百零六条 董事会会议通知包括以下内容：</p> <p>Article 106 Following information shall be specified in the notice of the board of director's meeting:</p> <p>(一) 会议日期和地点；</p> <p>(1) date and time, place of the meeting;</p> <p>(二) 会议期限；</p> <p>(2) duration of the meeting;</p>

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

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

<p>minimum period of 10 years.</p>	<p>board meeting shall be true, accurate and complete.</p> <p>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。</p> <p>The records of board meetings shall be well kept as company archives for a minimum period of 10 years.</p>
<p>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。</p> <p>Article 113 The Company shall have one general manager and several directors, who shall be appointed or dismissed by the board of directors.</p> <p>公司总经理、总监、董事会秘书为公司高级管理人员。</p> <p>General manager, director(s), the board secretary, are senior management personnel.</p>	<p>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。</p> <p>Article 113 The Company shall have one general manager and several directors, who shall be appointed or dismissed by the board of directors.</p> <p>公司总经理、董事会聘任的总监、董事会秘书为公司高级管理人员。</p> <p>General manager, the directors appointed by the Board of Directors, the board secretary, are senior management personnel.</p>
<p>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，同时适用于高级管理人员。</p> <p>Article 114 The circumstances under which prohibit a person from taking</p>	<p>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，同时适用于高级管理人员。</p> <p>Article 114 The circumstances under which prohibit a person from taking</p>

<p>the post of a director under article 86 shall also apply to senior management personnel.</p> <p>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。</p> <p>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.</p>	<p>the post of a director under article 86 shall also apply to senior management personnel.</p> <p>财务总监作为高级管理人员，除符合前款规定外，还应当具备会计师以上专业技术职务资格，或者具有会计专业知识背景并从事会计工作三年以上。</p> <p>In addition to meeting the requirements of the preceding paragraph, the chief financial 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.</p> <p>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：</p>
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	<p>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:</p> <p>(一) 最近三年内受到中国证监会及其派出机构行政处罚；</p> <p>(1) Subject to the administrative punishment by the China Securities Regulatory Commission and its local agencies within the last three years;</p> <p>(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；</p> <p>(2) Has been publicly condemned by the National Equities Exchange and Quotations or the Stock</p>
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	<p>Exchange or criticized more than three times in the past three years;</p> <p>(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。</p> <p>(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.</p> <p>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。</p> <p>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.</p>
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	<p>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。</p> <p>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.</p>
<p>第一百二十二条 总经理可以在任期届满以前提出辞职。有关总经理辞职的具体程序和办法由总经理与公司之间的劳动合同规定。</p> <p>Article 122 The general manager may resign prior to the expiration of his term of office. The specific procedures and formalities of the said resignation shall be provided in the employment contract between the general manager and the company.</p>	<p>第一百二十二条 总经理和其他高级管理人员可以在任期届满以前提出辞职，但不得通过辞职等方式规避其应当承担的职责。有关总经理辞职的具体程序和办法由总经理与公司之间的劳动合同规定。</p> <p>Article 122 The general manager and other senior management personnel may resign prior to the expiration of his term of office, but shall not evade their responsibilities by resignation or other means. The specific procedures and formalities of the said resignation shall be provided in the</p>

	<p>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。</p> <p>The general manager and other senior managerial personnel who resign shall submit a written resignation report to the board of directors.</p> <p>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。</p> <p>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.</p> <p>除前款所列情形外，高级管理人员的</p>
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	<p>辞职自辞职报告送达董事会时生效。</p> <p>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。</p> <p>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.</p>
<p>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，同时适用于监事。</p> <p>Article 124 The circumstances under which prohibit a person from taking the post of a director under article 86 shall also apply to supervisor.</p> <p>董事、总经理和其他高级管理人员不得兼任监事。</p> <p>No director, general manager or</p>	<p>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，同时适用于监事。</p> <p>Article 124 The circumstances under which prohibit a person from taking the post of a director under article 86 shall also apply to supervisor.</p> <p>董事、总经理和其他高级管理人员不得兼任监事。公司董事、高级管理人员的配偶和直系亲属在公司董事、高级</p>

<p>other senior management personnel may concurrently work as a supervisor.</p>	<p>管理人员任职期间不得担任公司监事。</p> <p>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.</p>
<p>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。</p> <p>Article 127 If no reelection is timely carried out after the expiry of the term</p>	<p>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，不得通过辞职等方式规避其应当承担的职责。</p> <p>Article 127 If no reelection is timely carried out after the expiry of the term</p>

<p>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.</p>	<p>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 by-election of supervisors within 2 months. When a supervisor resigns, he shall submit a written resignation report and may not evade his duties by resigning or other means.</p> <p>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</p>
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	<p>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。</p> <p>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</p>
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	<p>resign shall continue to perform his duties.</p>
<p>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询或者建议。</p> <p>Article 129 The supervisors may attend the meetings of the board of directors as non-voting delegates, and may raise questions or suggestions on the matters to be decided by the board of directors.</p>	<p>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询或者建议。</p> <p>Article 129 The supervisors may attend the meetings of the board of directors as non-voting delegates, and may raise questions or suggestions on the matters to be decided by the board of directors.</p> <p>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。</p> <p>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</p>

	<p>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.</p>
<p>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 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，由半数及以上监事共同推举一名监事召集和主持监事会会议。</p> <p>Article 132 The company shall set up a board of supervisors, which shall comprise <u>3</u> persons. The board of supervisors shall have one chairman. The chairman shall elected by more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. If the chairman of the board of supervisors is unable or fails to</p>	<p>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 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，由半数及以上监事共同推举一名监事召集和主持监事会会议。</p> <p>Article 132 The company shall set up a board of supervisors, which shall comprise <u>3</u> persons. The board of supervisors shall have one chairman. The chairman shall elected by more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. If the chairman of the board of supervisors is unable or fails to</p>

<p>perform his duties, the supervisor jointly recommended by half or more than half of the supervisors shall convene and preside over the meetings of the board of supervisors.</p> <p>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、职工大会或者其他形式民主选举产生。</p> <p>The board of supervisors shall include representatives of an appropriate percentage of representatives of the company's employees. The percentage of the representatives of employees shall account for not less than 1/3 of all the supervisors, but the concrete percentage shall be specified in the articles of association. The representatives of employees who serve as members of the board of supervisors shall be democratically elected through the meeting of</p>	<p>perform his duties, the supervisor jointly recommended by half or more than half of the supervisors shall convene and preside over the meetings of the board of supervisors.</p> <p>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、职工大会或者其他形式民主选举产生。</p> <p>The board of supervisors shall include representatives of an appropriate percentage of representatives of the company's employees. The percentage of the representatives of employees shall account for not less than 1/3 of all the supervisors, but the concrete percentage shall be specified in the Articles of Association. The representatives of employees who serve as members of the board of supervisors shall be democratically elected through the meeting of</p>
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<p>representatives of the company's employees, employees' meeting or by other means.</p>	<p>representatives of the company's employees, employees' meeting or by other means.</p> <p>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。</p> <p>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.</p>
<p>第一百三十三条 监事会行使下列职权：</p> <p>Article 133 The board of supervisors exercises the following authorities:</p> <p>(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；</p> <p>(1) deliberating the company's regular reports prepared by the board of directors and giving the written opinions;</p>	<p>第一百三十三条 监事会行使下列职权：</p> <p>Article 133 The board of supervisors exercises the following authorities:</p> <p>(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；</p> <p>(1) deliberating the company's regular reports prepared by the board of directors and giving the written opinions;</p>

<p>(二) 检查公司财务；</p> <p>(2) checking the financial affairs of the company;</p> <p>(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；</p> <p>(3) supervising the duty-related acts of the directors and senior management personnel, and bringing forward proposals on the removal of any director or senior management personnel who violates any law, administrative regulation, the articles of association or any resolution of the shareholders' meeting;</p> <p>(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、高级管理人员予以纠正；</p> <p>(4) demanding any director or senior management personnel to make corrections if his/her act has injured the interests of the company;</p> <p>(五) 提议召开临时股东大会，在董事</p>	<p>(二) 检查公司财务；</p> <p>(2) checking the financial affairs of the company;</p> <p>(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；</p> <p>(3) supervising the duty-related acts of the directors and senior management personnel, and bringing forward proposals on the removal of any director or senior management personnel who violates any law, administrative regulation, the Articles of Association or any resolution of the shareholders' meeting;</p> <p>(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、高级管理人员予以纠正；</p> <p>(4) demanding any director or senior management personnel to make corrections if his/her act has injured the interests of the company;</p> <p>(五) 提议召开临时股东大会，在董事</p>
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<p>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会；</p> <p>(5) proposing to convening temporary shareholders' meetings, and convening and presiding over shareholders' meetings when the board of directors does not exercise the functions of convening and presiding over the shareholders' meetings as prescribed in <i>The Company Law</i>;</p> <p>(六) 向股东大会提出提案；</p> <p>(6) bringing forward proposals at shareholders' meetings;</p> <p>(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讼；</p> <p>(7) initiating a law suit against directors or senior management personnel according to the article 152 of <i>The Company Law</i>;</p> <p>(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所</p>	<p>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会；</p> <p>(5) proposing to convening extraordinary shareholders' meetings, and convening and presiding over shareholders' meetings when the board of directors does not exercise the functions of convening and presiding over the shareholders' meetings as prescribed in <i>The Company Law</i>;</p> <p>(六) 向股东大会提出提案；</p> <p>(6) bringing forward proposals at shareholders' meetings;</p> <p>(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讼；</p> <p>(7) initiating a law suit against directors or senior management personnel according to the article 152 of <i>The Company Law</i>;</p> <p>(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所</p>
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<p>所、律师事务所等专业机构协助其工作，费用由公司承担。</p> <p>(8) conducting investigations whenever unusual conditions of operation of the company arises and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations at the expense of the company.</p>	<p>所、律师事务所等专业机构协助其工作，费用由公司承担；</p> <p>(8) conducting investigations whenever unusual conditions of operation of the company arises and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations at the expense of the company.</p> <p>(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。</p> <p>(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</p>
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	<p>the shareholders' meeting, or report directly to the sponsoring securities companies or National Equities Exchange and Quotations.</p>
<p>第一百三十四条 监事会每六个月至少召开一次会议。监事可以提议召开临时监事会会议。</p> <p>Article 134 The board of supervisors shall convene a meeting at least every six months. The supervisors may propose to hold temporary meetings of the board of supervisors. 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。</p> <p>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</p>	<p>第一百三十四条 监事会每六个月至少召开一次会议。监事可以提议召开临时监事会会议。</p> <p>Article 134 The board of supervisors shall convene a meeting at least every six months. The supervisors may propose to hold extraordinary meetings of the board of supervisors. 会议通知应当在会议召开 10 日前书面送达全体监事。临时会议通知应当提前 5 日以书面方式送达全体监事。情况紧急时，可以随时通过电话或者其他口头方式发出会议通知。</p> <p>The notice of the meeting shall be delivered to all supervisors in writing 10 days before the meeting is held. The notice of the interim meeting shall be delivered in writing to all the supervisors 5</p>

<p>hands or on poll.</p>	<p>days in advance. In case of emergency, the meeting notice can be sent by telephone or other oral means at any time.</p> <p>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。</p> <p>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.</p>
<p>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表决程序，以确保监事会的工作效率和科学决策。</p> <p>Article 135 The board of supervisors shall formulate board meeting regulations to clarify the discussion methods and voting procedures, so</p>	<p>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表决程序，以确保监事会的工作效率和科学决策。</p> <p>Article 135 The board of supervisors shall formulate board meeting regulations to clarify the discussion methods and voting procedures, so</p>

<p>as to ensure the work efficiency and scientific decision-making of the board of supervisors.</p> <p>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拟定，股东大会批准。</p> <p>The board meeting regulations shall specify the procedure of convening of board of supervisors' meeting and voting at board of supervisors' meeting. And it shall be prepared by the board of supervisors, and approved by the shareholders' meeting.</p>	<p>as to ensure the work efficiency and scientific decision-making of the board of supervisors.</p> <p>监事会议事规则规定监事会的召开和表决程序。监事会议事规则作为本章程的附件，由监事会拟定，股东大会批准。</p> <p>he board meeting regulations shall specify the procedure of convening of board of supervisors' meeting and voting at board of supervisors' meeting. The rules of procedure of the board of supervisors shall be attached to the Articles of Association and shall be prepared by the board of supervisors, and approved by the shareholders' meeting.</p>
<p>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。</p> <p>Article 136 The board of supervisors shall make records for the resolutions on the matter it discusses, which shall</p>	<p>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。出席会议的监事、记录人应当在会议记录上签名。</p> <p>Article 136 The board of supervisors</p>

<p>be signed by the supervisors in presence.</p> <p>监事有权要求在记录上对其在会议上的发言做出某种说明性记载。监事会会议记录作为公司档案至少保存 10 年。</p> <p>Each supervisor is entitled to request that his statements made at the meeting be noted with some explanation in the meeting record. The record of board of supervisors' meetings shall be kept as company archives for a minimum period of 10 years.</p>	<p>shall make records for the resolutions on the matter it discusses, which shall be signed by the supervisors and recorder in presence. The meeting minutes of the board of supervisors shall be true, accurate and complete.</p> <p>监事有权要求在记录上对其在会议上的发言做出某种说明性记载。监事会会议记录应当作为公司档案妥善保存，至少保存 10 年。</p> <p>Each supervisor is entitled to request that his statements made at the 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.</p>
<p>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过诉讼方式解决。</p>	<p>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的纠纷，应当先行通过协商解决。协商不成的，可以提交证券期货纠纷专业调解机构进行调解、向仲裁机构申请</p>

<p>Article 180 Whenever any disputes, in relating to the provisions of the articles of association, arises between company, shareholders, directors, supervisors and senior management personnel, the dispute shall be resolved in the first instance by consultations. If no settlement can be reached through consultation, such dispute shall be submitted to the court where the company located for a legal settlement.</p>	<p>仲裁或者向公司住所地法院提起诉讼。</p> <p>Article 180 Whenever any disputes, in relating to the provisions of the Articles of Association, arises between company, shareholders, directors, supervisors and senior management personnel, the dispute shall be resolved in the first instance by consultations. If no agreement can be reached through negotiation, the company may submit to a professional mediation 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.</p>
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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