

章程
Articles of Association

德中（天津）技术发展股份有限公司
DCT Co., Ltd.
2020 年 12 月

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第一章 总 则

Chapter 1 General Provisions

第一条 为维护德中（天津）技术发展股份有限公司（以下简称“公司”）、股东和债权人的合法权益，规范公司的组织和行为，根据《中华人民共和国公司法》（以下简称《公司法》）和其他有关规定，制订本章程。

Article 1 In order to protect the legal rights of DCT Co. Ltd., (hereinafter referred to as “DCT”), shareholders and creditors, regulate the organization and behaviors of DCT, the Articles of Association are formulated in accordance with “the Company Law of the People’s Republic of China” (hereinafter referred to as “the company law”), and other relevant regulations.

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。

Article 2 DCT is a joint stock limited company established according to the Company Law and other relevant regulations.

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。

DCT is set up by promotion of initiators. And it is registered at Tianjin BinHai New Area Market and Quality Supervision Administration Bureau.

第三条 公司注册名称：德中（天津）技术发展股份有限公司

Article 3 Registered name of the company is DCT Co., Ltd.

第四条 公司住所：天津市华苑产业区（环外）海泰华科一路 11 号 C 座东区。

Article 4 Residence of the company is at East Plaza C, No.11 Haitai HuaKe 1st Road, Xiqing District, Tianjin.

第五条 公司注册资本为人民币肆仟肆佰玖拾壹万叁仟玖佰零壹元。

Article 5 The registered capital is RMB Forty-four million nine hundred and thirteen thousand nine hundred and one.

第六条 公司为永久存续的股份有限公司。

Article 6 The operational period of the company shall be a perpetual joint stock company limited.

第七条 董事长为公司的法定代表人。

Article 7 The chairman of the board of directors shall be legal representative of the company.

第八条 公司全部净资产分为等额股份，股东以其持有的股份为限对公司承担责任，公司以其全部资产对公司的债务承担责任。

Article 8 All the company net assets shall be divided into shares with same par

value per share. The shareholders shall be responsible for the company to the extent of the shares they possess. The company shall bear the liabilities for its debts with all its property.

第九条 本公司章程自生效之日起，即成为规范公司的组织与行为、公司与股东、股东与股东之间权利义务关系的具有法律约束力的文件，成为对公司、股东、董事、监事、高级管理人员具有法律约束力的文件。依据本章程，股东可以起诉股东，股东可以起诉公司董事、监事、总经理和其他高级管理人员，股东可以起诉公司，公司可以起诉股东、董事、监事、总经理和其他高级管理人员。

Article 9 From the effective date, the Articles of Association shall become the legally binding document which regulates the company's organization and behavior, the rights and liabilities between the company and shareholders, and among the shareholders. According to the Articles of Association shareholders may initiate lawsuit against other shareholders, shareholders may initiate lawsuit against the company directors, supervisors, general manager, and other senior management personnel. Shareholders may initiate lawsuit against the company. The company may initiate lawsuit against the shareholders, directors, supervisors, general manager, and other senior management personnel.

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。

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.

第二章 经营宗旨和范围

Chapter 2 Operational Objectives and Scope

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。

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, 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.

第十二条 经依法登记，公司的经营范围为：开发、生产、销售精密激光材料加工设备，光机电一体化设备，机械、电子、化工专用设备，机械、电子元器件、部件、电路板、相关新材料、工具；软件开发、销售，以上相关技术、设备配套工程咨询、服务；计算机信息产品、文化、办公机械及用品、工艺品、五金交电、化工产品的批发、零售、进出口。（依法须经批准的项目，经相关部门批准后方可开展经营活动。）

Article 12 Having been legally registered, the company business scope is: develop, manufacture and sell laser precise material processing equipment, optics and mechatronics integrated equipment, special mechanical-, electronic- and chemical equipment, electronic components, devices, parts, and circuit boards, related new materials and tools; develop and sell software; consult and service the above related technical and equipment auxiliary engineering; wholesale, retail, import and export computer information products, culture and office equipment and supplies, art and craft, general hardware & electric material, and chemicals. (Relevant national regulations shall be complied with where the commodities involve special provisions.)

第三章 股份

Chapter 3 Shares

第一节 股份发行

Section 1 Issuing of Shares

第十三条 公司的股份采取股票的形式。公司股票采用记名方式，公司股票在中国证券登记结算有限责任公司登记存管。

Article 13 The company shares shall be in the form of share certificates. The share certificates issued by company shall be registered and shall be centrally safe kept at China Securities Depository and Clearing Co., Ltd.

第十四条 公司股份的发行，实行公开、公平、公正的原则，同种类的每一股份应当具有同等权利。同次发行的同种类股票，每股的发行条件和价格应当相同；任何单位或者个人所认购的股份，每股应当支付相同价额。

Article 14 The issuance of shares shall comply with the principle of fairness and impartiality, and the shares of the same class shall have the same rights and benefits. The stocks issued at the same time shall be equal in price and shall be subject to the same conditions. The price of each share purchased by any organization or individual shall be the same. Issuing of company shares shall adopt an open, fair, and just principle. Shares of the same type shall have equal rights.

第十五条 公司发行的股票，以人民币标明面值，每股面值人民币 1 元。股份总数肆仟肆佰玖拾壹万叁仟玖佰零壹股。

Article 15 Share certificates issued by company are denominated in RMB. The par

value is 1 RMB for each share. The total number of shares is Forty-four million nine hundred and thirteen thousand nine hundred and one.

第十六条 公司成立时发起人的姓名或名称、出资方式为：

序号	发起人姓名或名称	认购的股份数 (股)	持股比例	出资方 式	出资时间
1	胡宏宇	3,345,000.00	25.1977%	净资产	2015年8月31日
2	花樑	2,300,000.00	17.3258%	净资产	2015年8月31日
3	迟志君	1,100,000.00	8.2863%	净资产	2015年8月31日
4	天津市德中投资合伙企业 (有限合伙)	2,800,000.00	21.0923%	净资产	2015年8月31日
5	LKSoftWare GmbH	1,080,000.00	8.1356%	净资产	2015年8月31日
6	天津市德中聚才激光技术 合伙企业(有限合伙)	2,650,000.00	19.9623%	净资产	2015年8月31日
合计		13,275,000.00	100%		

Article 16 The names of the initiators and their investment information when the company is set up are:

No.	Name of Initiator	Shares Subscribed	Shareholdin g Ratio	Forms of Investment	Deadline for invest
1	HU Hongyu	3,345,000.00	25.1977%	Net asset	Aug.31,2015
2	HUA Liang	2,300,000.00	17.3258%	Net asset	Aug.31,2015
3	CHI Zhijun	1,100,000.00	8.2863%	Net asset	Aug.31,2015
4	Tianjin DCT Investment Partnership (Limited)	2,800,000.00	21.0923%	Net asset	Aug.31,2015
5	LKSoftWare GmbH	1,080,000.00	8.1356%	Net asset	Aug.31,2015
6	Tianjin DCT JuCai Laser Technology Partnership (Limited)	2,650,000.00	19.9623%	Net asset	Aug.31,2015
Total		13,275,000.00	100%		

第十七条 除本章程其他条款规定情况外，公司或公司的子公司(包括公司的附属企业)不以赠与、垫资、担保、补偿或贷款等形式，对购买或者拟购买公司股份的人提供任何资助。

Article 17 Unless under other circumstance stipulated in the other articles in the Articles of Association, the company or its subsidiaries shall not, by means of

giving as gift, loaning, guaranteeing, compensating, or lending, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the company.

第二节 股份增减和回购

Section 2 Increase, Decrease and Buy-back of Shares

第十八条 公司根据经营和发展的需要，依照法律、法规的规定，经股东大会分别做出决议，可以采用下列方式增加资本：

Article 18 The Company may, based on its requirements for operation and development and in accordance with the relevant laws and regulations and with the resolutions approved by the shareholder's meeting, increase its capital in the following manners:

(一) 定向增发；

(1) by private offering of new shares for subscription;

(二) 以公积金转增股本；

(2) by capitalization of its capital reserve funds into share capital;

(三) 向现有股东派送红股；

(3) by allotment of bonus shares to its existing shareholders;

(四) 法律、行政法规规定的其他方式。

(4) by other methods in compliance with the relevant laws and regulations.

公司采用定向增发方式增加资本的，公司现有股东不享有优先认购权。

Where the company increases the capital by means of private offering of new shares for subscription, the existing shareholders of the company do not enjoy the right of preemption.

第十九条 公司可以减少注册资本。公司减少注册资本，应当按照《公司法》以及其他有关规定和本章程规定的程序办理。

Article 19 The Company may reduce its registered capital. When the company reduces its registered capital, the process must be run in accordance with the "Company Law" and other related regulations and the provisions of the Articles of Association.

第二十条 公司在下列情况下，可以依照法律、行政法规、部门规章和本章程的规定，收购本公司的股份：

Article 20 Under the following circumstances, the company may buy-back its issued shares in accordance with the law, administrative regulations, departmental regulations and the provisions of the Articles of Association:

(一) 减少公司注册资本；

(1) canceling of shares to reduce the company's registered capital;

(二) 与持有本公司股票的其他公司合并；

(2) merging with another company that holds shares of the company;

(三) 将股份奖励给本公司职工；

(3) awarding shares to employees of the company as incentives;

(四) 股东因对股东大会做出的公司合并、分立决议持异议，要求公司收购其股份的。

(4) upon request of any shareholder to purchase his/her shares because the shareholder raises objections to the company's resolution on merger or split-up made at a session of the meeting of shareholders.

除上述情形外，公司不进行买卖本公司股份的活动。

The company shall not purchase its own shares, except for any of the circumstances specified above.

第二十一条 公司收购本公司股份，可以选择下列方式之一进行：

Article 21 By buy-back its own shares the company may choose one of the following ways:

(一) 证券交易所集中竞价交易方式；

(1) by making general offer for the repurchase of shares through public trading on a stock exchange;

(二) 要约方式；

(2) by offering to buy back;

(三) 法律法规允许的其他方式。

(3) by other means permitted by the laws, administrative regulations.

第二十二条 公司因本章程第二十条第（一）项至第（三）项的原因收购本公司股份的，应当经股东大会决议。公司依照第二十条规定收购本公司股份后，属于第（一）项情形的，应当自收购之日起 10 日内注销；属于第（二）项、第（四）项情形的，应当在 6 个月内转让或者注销。

Article 22 Where the company needs to purchase its own shares for any of the reasons as mentioned in Items (1), (2) and (3) of the article 20, it shall be subject to a resolution of the shareholders' meeting. After the company purchases its own shares according to the provisions of the preceding paragraph, it shall, under the circumstance as mentioned in Item (1) of Article 20, write them off within 10 days after the purchase; while under the circumstance as mentioned either in Item (2) or (4) of Article 20, shall transfer them or write them off within 6 months.

公司依照第二十条第（三）项规定收购的本公司股份，将不超过本公司已发行股份总额的 5%；用于收购的资金应当从公司的税后利润中支出；所收购的股份应当 1 年内转让给职工。

The shares purchased by the company according to Item (3) of the article 20 shall not exceed 5% of the total shares already issued by this company. The funds used for the share acquisition shall be paid out of the profit after tax of the company. The shares purchased by the company shall be transferred to the employees within 1 year.

第三节 股份转让

Section 3 Transfer of Shares

第二十三条 公司的股份可以依法转让。

Article 23 The shares of the company may be transferred according to the law.

第二十四条 公司不接受本公司的股票作为质押权的标的。

Article 24 The Company shall not accept any of its own shares as the subject-matter of a pledge.

第二十五条 发起人持有的本公司股份，自公司成立之日起 1 年内不得转让。

Article 25 The shares of the company held by the initiators of the company shall not be transferred within 1 year as of the day of establishment of the company.

公司董事、监事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况，在任职期间每年转让的股份不得超过其所持有本公司股份总数的 25%；所持本公司股份自公司股票上市交易之日起 1 年内不得转让。上述人员离职后半年内，不得转让其所持有的本公司股份。

The company directors, supervisors, and senior management personnel shall declare the situation to the company about the shares held by them and any changes of these shares. During the term of office, the shares transferred by any of them each year shall not exceed 25% of the total shares of the company he/she holds. The shares of the company held by the aforesaid persons shall not be transferred within 1 year as of the day when the stocks of the company get listed and are traded in a stock exchange. Anyone aforesaid shall not transfer the shares of the company he/she holds within 6 months starting from the day he/she leaves the post.

第二十六条 公司董事、监事、高级管理人员、持有本公司股份 5%及以上的股东，将其持有的本公司股票在买入后 6 个月内卖出，或者在卖出后 6 个月内又买入，由此所得收益归本公司所有，公司董事会将收回其所得收益。但是，证券公司因包销购入售后剩余股票而持有 5%及以上股份的，卖出该股票不受 6 个月时间限制。

Article 26 Any gains from sale of shares in the company by any directors, supervisors, members of senior management or shareholders holding 5% or more of

the shares in the company within 6 months of their purchase, and any gains from purchase of shares in the company by any of the aforesaid parties within 6 months after their sale, shall belong to the company and the board shall confiscate such gains from the above mentioned parties. However, if a securities firm holding 5% or more shares in the company as a result of their underwriting obligations in relation to the shares unsubscribed, the 6 months limitation for selling the said shares shall not apply.

公司董事会不按照前款规定执行的，股东有权要求董事会在 30 日内执行。公司董事会未在上述期限内执行的，股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

If the board fails to comply with the provisions of the preceding paragraph, the shareholders shall have the right to require the board of directors to comply with the provisions within 30 days. If the board fails to comply with the provisions within the prescribed period, the shareholders may, for the benefit of the company and in their own names, have the right to initiate directly a law suit in a people's court.

公司董事会不按照第一款的规定执行的，负有责任的董事依法承担连带责任。

Should the board fail to comply with the requirements set out in the first paragraph, the responsible director(s) shall assume the relevant liabilities under the law.

第四章 股东和股东大会

Chapter 4 Shareholders and Shareholders' Meeting

第一节 股东

Section 1 Shareholders

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；持有同一种类、同等数量股份的股东，享有同等权利，承担同种义务。

Article 27 In accordance with the company law and the related laws and regulations the company shall prepare a register of shareholders. 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.

第二十八条 公司召开股东大会、分配股利、清算及从事其他需要确认股东身份的行为时，由董事会或股东大会召集人根据股东名册确定享有权益的股东。

Article 28 When the company convenes the shareholders' meeting, distributes dividends, commences liquidation or carries out other activities for which it is necessary to ascertain the identity of shareholders, the convener of the board of directors or the shareholders' meeting shall, according to the register of shareholders, determine the shareholders, who possess the rights and interests.

第二十九条 公司股东享有下列权利：

Article 29 The shareholders of the company shall be entitled to the following rights:

(一) 依照其所持有的股份份额获得股利和其他形式的利益分配；

(1) to receive dividends, bonus payments and benefits in other forms in proportions to the number of shares held;

(二) 依法请求、召集、主持、参加或者委派股东代理人参加股东大会，并行使相应的表决权；

(2) to require, convene, host, attend in person or by proxy to attend shareholders' meeting and to exercise corresponding voting rights in accordance with the law;

(三) 对公司的经营进行监督，提出建议或者质询；

(3) to monitor, put forward proposals or raise inquiries to the company's operations;

(四) 依照法律、行政法规及本章程的规定转让、赠与或质押其所持有的股份；

(4) to transfer, gift or mortgage the shares held by in accordance with the law, administrative regulations and the Articles of Association;

(五) 查阅本章程、股东名册、公司债券存根、股东大会会议记录、董事会会议决议、监事会会议决议、财务会计报告；

(5) to inspect the company's articles of association, the register of shareholders, bond counterfoil of company, records of shareholders' meeting, board of directors' resolution, board of supervisors' resolution and financial reports;

(六) 公司终止或者清算时，按其所持有的股份份额参加公司剩余财产的分配；

(6) to participate in the distribution of remaining assets of the company in accordance with the number of shares held in the event of the termination or liquidation of the company;

(七) 对股东大会做出的公司合并、分立决议持异议的股东，要求公司收购其股份；

(7) to require the company to purchase the shares held if he/she as a shareholder opposes any resolution regarding a merger or division at a shareholders' meeting;

(八) 法律、行政法规、部门规章或本章程规定的其他权利。

(8) to be entitled to other rights as stipulated by the law, administrative regulations, departmental regulations and the provisions of the Articles of Association.

第三十条 股东提出查阅前条所述有关信息或者索取资料的,应当向公司提供证明其持有公司股份的种类以及持股数量的书面文件,公司经核实股东身份后按照股东的要求予以提供。

Article 30 Shareholder shall provide to the company document in writing form to prove the type and number of the shares held by him/her in company, when he/she requests to inspect the information or materials referred to in the preceding article; the company shall provide such information or materials as required by such shareholder after verifying the identity.

第三十一条 公司股东大会、董事会决议内容违反法律、行政法规的,股东有权请求人民法院认定无效。

Article 31 If any resolution passed at the shareholders' meetings or the meetings of the board of directors violates the laws or administrative regulations, shareholders shall have the right to request the people's court to revoke it.

股东大会、董事会的会议召集程序、表决方式违反法律、行政法规或者本章程,或者决议内容违反本章程的,股东有权自决议做出之日起 60 日内,请求人民法院撤销。

Where the procedures for convoking and the voting form of a shareholders' meeting or meeting of the board of directors violate law, administrative regulation or the Articles of Association, or the resolution is in violation of the Articles of Association of the company, the shareholders may, within 60 days as of the day when the resolution is made, request the people's court to revoke it.

第三十二条 董事、高级管理人员执行公司职务时违反法律、行政法规或者本章程的规定,给公司造成损失的,连续 180 日及以上单独或合并持有公司 1%及以上股份的股东有权书面请求监事会向人民法院提起诉讼;监事执行公司职务时违反法律、行政法规或者本章程的规定,给公司造成损失的,股东可以书面请求董事会向人民法院提起诉讼。

Article 32 Where a director, a senior manager violates laws, administrative regulations or the Articles of Association during the course of performing his/her duties and losses are caused to the company, the shareholder(s) of the company separately or aggregately holding 1% or more of the total shares of the company for 180 consecutive days or more, may require the board of supervisors in writing to file a lawsuit in the people's court. Where a supervisor violates laws, administrative regulations or the Articles of Association during the course of performing his/her duties and losses are caused to the company, the aforesaid shareholder(s) may require the board of directors in writing to lodge a lawsuit in the people's court.

监事会、董事会收到前款规定的股东书面请求后拒绝提起诉讼，或者自收到请求之日起 30 日内未提起诉讼，或者情况紧急、不立即提起诉讼将会使公司利益受到难以弥补的损害的，前款规定的股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

Where the board of supervisors or the board of directors refuses to lodge a lawsuit after it receives a written request as mentioned in the preceding paragraph, or if it fails to file a lawsuit within 30 days after it receives the request, or if, in an emergency, the failure to lodge a lawsuit immediately will cause unrecoverable damages to the interests of the company, the shareholder(s) as mentioned in the preceding paragraph may, on their own behalf, directly lodge a lawsuit in the people's court.

他人侵犯公司合法权益，给公司造成损失的，本条第一款规定的股东可以依照前两款的规定向人民法院提起诉讼。

Where any person infringes the legitimate rights and interests of the company and losses are caused to the company, the shareholders as mentioned in the preceding paragraph may initiate a lawsuit in the people's court in accordance with the provisions of the preceding two paragraphs.

第三十三条 董事、高级管理人员违反法律、行政法规或者本章程的规定，损害股东利益的，股东可以向人民法院提起诉讼。

Article 33 If any director or senior management person damages the shareholders' interests by violating any law, administrative regulation or the Articles of Association, the shareholders may lodge a lawsuit in the people's court.

第三十四条 公司股东承担下列义务：

Article 34 Shareholders of the company shall have the following obligations:

(一) 遵守法律、行政法规和本章程；

(1) to comply with the laws, administrative regulations and the Articles of Association;

(二) 依其所认购的股份和入股方式缴纳股金；

(2) to pay for the shares subscribed in accordance with the method of subscription;

(三) 除法律、法规规定的情形外，不得退股；

(3) not to withdraw shares except prescribed by the law and regulations;

(四) 不得滥用股东权利损害公司或者其他股东的利益；不得滥用公司法人独立地位和股东有限责任损害公司债权人的利益；

(4) not to injure any of the interests of the company or of other shareholders by abusing the shareholder's rights; not to injure the interests of any creditor of the

company by abusing the status of company as an independent juridical person and the shareholder's limited liabilities;

公司股东滥用股东权利给公司或者其他股东造成损失的，应当依法承担赔偿责任；
where any of the shareholders of the company causes any loss to the company or to other shareholders by abusing the shareholder's rights, such shareholder shall be subject to compensation;

公司股东滥用公司法人独立地位和股东有限责任，逃避债务，严重损害公司债权人利益的，应当对公司债务承担连带责任；

where any of the shareholders of the company evades the payment of its debts by abusing the independent status of juridical person or the shareholder's limited liabilities, and thus seriously damages the interests of any creditor, such shareholder shall bear joint liabilities for the debts of the company;

(五) 法律、行政法规及本章程规定应当承担的其他义务。

(5) to perform other obligations stipulated by the laws, administrative regulations and the Articles of Association.

第三十五条 持有公司 5%及以上有表决权股份的股东，将其持有的股份进行质押的，应当自该事实发生当日，向公司做出书面报告。

Article 35 Where a shareholder holding 5% or more voting shares of the company pledges the shares held, such shareholder shall report to the company in writing on the day on which the pledges is occurred.

第三十六条 公司的控股股东、实际控制人不得利用其关联关系损害公司利益。违反规定的，给公司造成损失的，应当承担赔偿责任。

Article 36 The controlling shareholder, the actual controller of the company shall not injure the interests of the company by taking advantage of its connection relationship. Anyone who has caused any loss to the company due to violation of the regulation shall be subject to compensation.

公司控股股东及实际控制人对公司和公司社会公众股股东负有诚信义务。控股股东应严格依法行使出资人的权利，控股股东不得利用利润分配、资产重组、对外投资、资金占用、借款担保等方式损害公司和社会公众股股东的合法权益，不得利用其控制地位损害公司和社会公众股股东的利益。

The controlling shareholder or the actual controller of the company shall have the obligation to be faithful to the company and the public shareholders of the company. The controlling shareholder shall exercise the rights as contributors in strict compliance with laws, and shall not impair the legal interests of the company and the public shareholders of the company by means of profit distribution, asset reorganization, external investments, funds occupation, loan guarantees; and shall

not make use of the controlling status to injure the interests of the company and the social public shareholders.

第二节 股东大会的一般规定

Section 2 General Regulations of the Shareholders' Meeting

第三十七条 股东大会是公司的权力机构，依法律、法规和本章程行使下列职权：

Article 37 The shareholders' meeting is the company's organ of power, which shall exercise following authorities in accordance with the laws, administrative regulations and the Articles of Association:

(一) 决定公司的经营方针和投资计划；

(1) determining the company's operation guidelines and investment plans;

(二) 选举和更换非由职工代表担任的董事、监事，决定有关董事、监事的报酬事项；

(2) electing and replacing the directors and supervisors who are not employees' representatives, and determining the matters concerning their remuneration;

(三) 审议批准董事会的报告；

(3) deliberating and approving the reports issued by the board of directors;

(四) 审议批准监事会报告；

(4) deliberating and approving the reports issued by the board of supervisors;

(五) 审议批准公司的年度财务预算方案、决算方案；

(5) deliberating and approving annual financial budget plans and final account plans of the company;

(六) 审议批准公司的利润分配方案和弥补亏损方案；

(6) deliberating and approving profit distribution plans and loss recovery plans of the company;

(七) 对公司增加或者减少注册资本做出决议；

(7) making resolutions on the increase or decrease of the company's registered capital;

(八) 对发行公司债券做出决议；

(8) making resolutions on the issuance of corporate bonds;

(九) 对公司合并、分立、解散、清算或者变更公司形式做出决议；

(9) making resolutions on the merger, division, dissolution, liquidation or structure change of the company;

(十) 修改公司章程；

(10) amending the Articles of Association of the company;

(十一) 对公司聘用、解聘会计师事务所做出决议;

(11) making resolution on appointment and dismissal of the accounting firm of the company;

(十二) 审议批准第三十八条规定的担保事项;

(12) deliberating and approving the matters of external guarantees under article 38 of the Articles of Association;

(十三) 审议单项涉及金额超过公司最近一期经审计净资产 30% 的资产处置事项, 或公司在—个会计年度内购买、出售重大资产累计超过公司最近一期经审计总资产 30% 的事项;

(13) deliberating asset disposal with individual amount 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 30% of the latest audited total assets 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., where the purchase or sales is related with daily operations.

(十四) 审议股权激励计划;

(14) deliberating the share incentive plan;

(十五) 审议批准单项金额超过人民币 800 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 30% 的股权投资;

(15) deliberating equity investment with individual amount exceeding RMB 8 million, or with cumulative amount within a fiscal year exceeding 30% of the latest audited net assets of the company;

(十六) 审议批准单项金额超过人民币 1500 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 50% 的债务性融资; 或融资后资产负债率超过 70% 的债务性融资事项 (发行债券除外);

(16) Deliberating and approving debt financing with individual amount exceeding RMB 15 million or cumulative amount within a fiscal year exceeding 50% of the latest audited net assets of the company; or with the asset-liability ratio exceeding 70% after debt financing (except bond issues);

(十七) 审议批准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 200 万元的关联交易；审议批准公司与关联法人发生的单项金额超过人民币 300 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 30%的关联交易；

(17) Deliberating and approving related transaction with associated natural person for cumulative amount within a fiscal year exceeding RMB 2 million; deliberating and approving related transaction with associated legal person for individual amount exceeding RMB 3 million or cumulative amount within a fiscal year exceeding 30% of the company's latest audited net asset;

(十八) 除股权投资、购买或出售资产、债务性融资、关联交易、担保外，审议单项涉及金额超过公司最近一期经审计净资产 10%、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的 30%的非日常经营事项；

(18) Deliberating other non-routine business involving individual amount exceeding 10% of latest audited net assets or cumulative amount within a fiscal year 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;

(十九) 审议法律、行政法规、部门规章或本章程规定应当由股东大会决定的其他事项。

(19) Deliberating other matters which shall be determined by shareholders' meetings as required by the law, administrative regulations, departmental regulations and the provisions of the Articles of Association.

上述指标计算中涉及的数据如为负值，取其绝对值计算。

If above data involved is a negative value, the data should be calculated by its absolute value.

上述股东大会的职权不得通过授权的形式由董事会或其他机构和个人代为行使。

The aforesaid function and power of the shareholder's meeting shall not be exercised by authorization to the board of directors or other organization or individuals.

第三十八条 公司下列对外担保行为，须经董事会审议后提交股东大会审议通过。

Article 38 The following external guarantee provided by the company shall be subject to the deliberation and approval by shareholder's meeting after deliberation by board of directors:

(一) 本公司及本公司控股子公司的对外担保总额，达到或超过最近一期经审计净资产的 50%以后提供的任何担保；

(1) Any external guarantee by the company and its subsidiary when the total amount of which equals to or exceeds 50% of the latest audited net assets of the company;

(二) 公司的对外担保总额，达到人民币 1500 万元或最近一期经审计净资产的 50% 以后提供的任何担保；

(2) Any external guarantee by the company with the total amount up to RMB 15 million or up to 50% of the latest audited net assets of the company;

(三) 为资产负债率超过 70% 的担保对象提供的担保；

(3) Any guarantee to any entity or person with asset-liability ratio exceeding 70%;

(四) 单笔担保额超过人民币 600 万元或超过最近一期经审计净资产 20% 的担保；

(4) Any single guarantee with the amount exceeding RMB 6 million or 20% of the latest audited net assets of the company;

(五) 对股东、实际控制人及其关联方提供的担保。

(5) Any guarantee to shareholder, actual controller of the company and its related party.

第三十九条 股东大会分为年度股东大会和临时股东大会。年度股东大会每年召开 1 次，应当于上一会计年度结束后的 6 个月内举行。

Article 39 Shareholders' meetings comprise annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings shall be held once every year, and shall be held within 6 months from the end of the preceding fiscal year.

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：

Article 40 Under any of the following circumstances, the company shall hold an extraordinary shareholders' meeting within 2 months upon the occurrence of the event:

(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；

(1) the number of directors is less than 2/3 of the number of directors as required by the company law or the number of directors as prescribed in the Articles of Association;

(二) 公司未弥补的亏损达实收股本总额 1/3 时；

(2) the un-recovered losses of the company reach one-third of the total paid in capital;

(三) 单独或者合计持有公司 10% 及以上股份的股东请求时；

(3) at the request of the shareholders separately or aggregately holding 10% or more of the company's shares;

(四) 董事会认为必要时；

(4) whenever the board of directors deems it necessary;

(五) 监事会提议召开时；

(5) at the request of the board of supervisors;

(六) 法律、行政法规、部门规章或本章程规定的其他情形。

(6) other circumstances as prescribed by the law, administrative regulations, departmental regulations or the provisions of the Articles of 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。

Article 41 The shareholders' meeting 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.

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。

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.

第三节 股东大会的召集

Section 3 Convening of Shareholders' Meeting

第四十二条 股东大会由董事会依法召集，由董事长主持。

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.

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。

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.

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。

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 proposal in the notice shall be subject to consent of the board of supervisors.

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。

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 meeting itself.

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。

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 and the Articles of Association.

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。

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).

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。

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 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.

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。

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 relevant shareholder(s).

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。

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).

第四十五条 监事会或股东决定自行召集股东大会的，须书面通知董事会。

Article 45 Where the board of supervisors or shareholder decides to convene a shareholders' meeting themselves, the board of directors shall be informed in writing.

在股东大会决议公告前，召集股东持股比例不得低于 10%。

Before the announcement of the shareholders' meeting's resolution, the convening shareholders shall have the shareholdings not less than 10%.

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。

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 convener shall not be used for any purpose other than the convening of a shareholders' meeting.

第四十七条 监事会或股东自行召集的股东大会，会议所必需的费用由本公司承担。

Article 47 Where a shareholders' meeting is convened by the board of supervisors or by the shareholders themselves, the company shall bear all the necessary expenses for the meeting.

第四节 股东大会的提案与通知

Section 4 Proposed Resolutions and Notices of Shareholders' Meeting

第四十八条 提案的内容应当属于股东大会职权范围，有明确议题和具体决议事项，并且符合法律、行政法规和本章程的有关规定。

Article 48 The contents of the resolutions proposed shall fall into the scope of functions and powers of the shareholders' meetings. The proposed resolutions shall be specific and precise, and compliance with the law, administrative regulations and the Articles of Association.

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。

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.

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。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。

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 the contents of the temporary solution. And will submit the interim proposal to the shareholders' meeting for consideration.

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。

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.

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。

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.

第五十条 股东大会召集人将在年度股东大会召开 20 日前以本章程规定的方式通知公司各股东，临时股东大会将于会议召开 15 日前以本章程规定的方式通知各股东。

Article 50 The convener shall inform all shareholders by means prescribed in the Articles of Association 20 days in advance of the date when the meeting is held, for convening a shareholders' meeting. The convener shall inform all shareholders prescribed in the Articles of Association 15 days in advance of the date when the meeting is held, for convening an extraordinary shareholders' meeting.

第五十一条 股东大会的通知包括以下内容：

Article 51 Following information shall be specified in the notice of the shareholders' meeting:

(一) 会议的时间、地点和会议期限；

(1) date and time, place, and duration of the meeting;

(二) 提交会议审议的事项和提案；

(2) the matters and proposals to be deliberated at the meeting;

(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；

(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 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;

(四) 有权出席股东大会股东的股权登记日;

(4) the registration date for the shareholdings of the shareholders who are entitled to attend the shareholders' meeting;

(五) 会务常设联系人姓名, 电话号码。

(5) the name and telephone number of the designated liaison contact person concerning the meeting.

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。

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. And all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed.

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。

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.

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:

Article 52 Where the elections of 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:

(一) 教育背景、工作经历、兼职等个人情况;

(1) personal information such as educational background, work experiences and part-time employments;

(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;

(2) interested relationship, if any, with the company, the controlling shareholder(s) and the actual controller of the company;

(三) 披露持有本公司股份数量;

(3) the number of shares in the company held;

(四) 是否受过有关部门的处罚和惩戒。

(4) any penalties and censures by relevant authorities.

(五) 每位董事、监事候选人应当以单项提案提出。

(5) Each of the candidates of director or supervisor shall be individually 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：

(6) 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。

Article 53 Once a notice of the shareholders' meeting is issued, the 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.

第五节 股东大会的召开

Section 5 Holding of Shareholders' Meeting

第五十四条 本公司董事会和其他召集人将采取必要措施，保证股东大会的正常秩序。对于干扰股东大会、寻衅滋事和侵犯股东合法权益的行为，将采取措施加以制止并及时报告有关部门查处。

Article 54 The board of directors and other conveners of the company shall take necessary measures to ensure the proper order of the shareholders' meeting. Any actions, which interfere with the shareholders' meeting, try to pick a quarrel and make troubles, and infringe the legitimate rights and interests of shareholder, shall be stopped by effective measurements, and relevant department shall be reported in time for commencing of investigation and treating.

第五十五条 股权登记日登记在册的所有股东或其代理人，均有权出席股东大会，并依照有关法律、法规及本章程行使表决权。

Article 55 All the shareholders who are registered on the date of registration of shareholding in the register of shareholders, or their proxies shall have the right to attend the shareholders' meeting. And they are entitled to exercise voting right in accordance with the laws, regulations and the Articles of Association.

股东可以亲自出席股东大会，也可以委托代理人代为出席、表决和签字。

The shareholder may attend the shareholders' meeting in person, may also entrust an agent to attend, vote, sign on behalf of the shareholder.

第五十六条 个人股东亲自出席会议的，应出示本人身份证或其他能够表明其身份的有效证件或证明；委托代理他人出席会议的，应出示本人有效身份证件、股东授权委托书，并提供能够让公司确认委托人的股东身份的文件。

Article 56 If the shareholder attends the shareholders' meeting in person, he/she shall present his personal identity card or other effective certificate or proof, which may confirm his/her identity. To attend the meeting, a proxy shall present his/her own valid personal identity card, the letter of appointment from the relevant shareholder, and the certificate of attendance, which may confirm the identity of the relevant shareholder by the company.

法人股东应由法定代表人或者法定代表人委托的代理人出席会议。法定代表人出席会议的，应出示本人身份证、能证明其具有法定代表人资格的有效证明；委托代理人出席会议的，代理人应出示本人身份证、法人股东单位的法定代表人依法出具的书面授权委托书。

Where the shareholder is a legal person, the legal representative or the proxy

appointed by the legal representative shall attend the shareholders' meeting. If a legal representative attends the shareholders' meeting, he/she shall present his identity card, and valid proof, which may confirm his/her qualification as the legal representative. In case of a proxy attending the meeting, he/she shall present his/her identity card and letter of appointment in writing issued by the legal representative of the legal person shareholder in accordance with the laws.

第五十七条 股东出具的委托他人出席股东大会的授权委托书应当载明下列内容：

Article 57 The letter of appointment of proxy issued by shareholders to appoint other persons to attend shareholders' meeting on their behalf shall specify the following information:

(一) 代理人的姓名；

(1) name of the proxy;

(二) 是否具有表决权；

(2) whether the proxy has the right to vote;

(三) 分别对列入股东大会议程的每一审议事项投赞成、反对或弃权票的指示；

(3) instructions of consent, objection, or abstention for each proposed resolution as set out in the agenda of the shareholders' meeting;

(四) 委托书签发日期和有效期限；

(4) the date of issue and the effective period;

(五) 委托人签名（或盖章）。委托人为法人股东的，应加盖法人单位印章。

(5) signature (or chop) of the appointer. If the appointer is a legal person shareholder, the company seal shall be affixed thereto.

第五十八条 委托书应当注明如果股东不作具体指示，股东代理人是否可以按自己的意思表决。

Article 58 The letter of appointment shall state clearly, whether or not the proxy may vote according to his/her own will, if the shareholder does not make specific instructions.

第五十九条 代理投票授权委托书由委托人授权他人签署的，授权签署的授权书或者其他授权文件应当经过公证。经公证的授权书或者其他授权文件，和投票代理委托书均需备置于公司住所或者召集会议的通知中指定的其他地方。

Article 59 If the authorization to vote is signed by a person on behalf of the appointer, the authorization letter or other authorization documents shall be notarized. The notarized authorization letter or the other authorization documents, and the voting authorization letter shall be deposited at the domicile of the company

or the place as is specified in the notice to convene the meeting.

委托人为法人的，由其法定代表人或者董事会、其他决策机构决议授权的人作为代表出席公司的股东大会。

If the appointer is a legal person, its legal representative or other person authorized by resolution of its board of directors or other governing bodies may attend the shareholders' meeting of the company as a representative of the appointer.

第六十条 出席会议人员的会议登记册由公司负责制作。会议登记册载明参加会议人员姓名（或单位名称）、身份证号码、住所地址、持有或者代表有表决权的股份数额、被代理人姓名（或单位名称）等事项。

Article 60 The registration document of attendants of the shareholders' meetings shall be prepared by the company. The registration document shall specify the meeting attendee' person or organization names, identity card number and addresses of residence, number of shares held or voting rights represented, and the person or organization names of the appointer.

第六十一条 股东大会召集人根据股东名册对股东资格的合法性进行验证，并登记股东姓名（或名称）及其所持有表决权的股份数。在会议主持人宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数之前，会议登记应当终止。

Article 61 The convener shall examine the legality of shareholders' qualifications according to the register of shareholders. The names of shareholders and the number of shares held with voting rights shall be registered. The registration at the meeting should terminate before the conductor of the meeting announces the number of the shareholders and proxies presented at the meeting and the shares held with voting rights.

第六十二条 股东大会召开时，本公司全体董事、监事应当出席会议，总经理和其他高级管理人员应当列席会议，但确有特殊原因不能到会的除外。

Article 62 When a shareholders' meeting is held, all the directors and supervisors of the board shall attend the meeting. The general manager and other senior management personnel shall be present at the meeting, except for not being able to present the meeting due to special reasons.

第六十三条 股东大会由董事长主持。董事长不能履行职务或不履行职务时，由副董事长主持，副董事长不能履行职务或者不履行职务时，由半数及以上董事共同推举的一名董事主持。

Article 63 The shareholders' meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his duties, the meetings thereof shall be presided over by the deputy chairman of the board of directors. If the deputy chairman of the board of directors is unable or fails to perform

his duties, the meetings shall be presided over by a director jointly recommended by half or more of the directors.

监事会自行召集的股东大会，由监事会主席主持。监事会主席不能履行职务或不履行职务时，由半数及以上监事共同推举的一名监事主持。

Where the board of supervisors convenes the shareholders' meeting themselves, the chairman of the board of supervisors shall preside over such meetings. If the chairman is unable or fails to perform his duties, the meetings shall be presided over by a supervisor jointly recommended by half or more of the supervisors.

股东依法自行召集的股东大会，由召集人推举代表主持。

Where shareholders convene a shareholders' meeting themselves, the meeting shall be presided over by the representative recommended by convener(s).

召开股东大会时，会议主持人违反议事规则使股东大会无法继续进行的，经现场出席股东大会有表决权过半数的股东同意，股东大会可推举一人担任会议主持人，继续开会。

Where a shareholders' meeting is unable to proceed further during its course due to non-compliance of the rules of proceeding by the chairman of the meeting, shareholders present at the shareholders' meeting may nominate one person as the conductor of such meeting with the consent of more than one-half of the voting rights represented by shareholders present and the meeting shall proceed further.

第六十四条 公司制定股东大会会议事规则，详细规定股东大会的召开和表决程序，包括通知、登记、提案的审议、投票、计票、表决结果的宣布、会议决议的形成、会议记录及其签署、公告等内容，以及股东大会对董事会的授权原则，授权内容应明确具体。股东大会会议事规则由董事会拟定，股东大会批准。

Article 64 The Company shall formulate rules and procedures of the shareholders' meeting, specify in detail the procedure of convening of shareholders' meeting, and voting at shareholders' meeting, including notice, registration, review of proposals, methods of voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of the meetings and their signing, announcements as well as principles of authorizations to the board of directors by the shareholders' meeting. Thereof the content of the authorization shall be clearly specified. The rules and procedures of the shareholders' meeting shall be prepared by the board of directors and approved by the shareholders' meeting.

第六十五条 在年度股东大会上，董事会、监事会应当就其过去一年的工作向股东大会做出报告。

Article 65 At the annual shareholders' meeting, the board of directors and board of supervisors should report the work of past year to the shareholders' meeting.

第六十六条 董事、监事、高级管理人员在股东大会上就股东的质询和建议做出解释和说明。

Article 66 Directors, supervisors, and senior management personnel shall explain the shareholder in respect to inquiries raised and proposals put forward by shareholders at the shareholders' meeting.

第六十七条 会议主持人应当在表决前宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数，现场出席会议的股东和代理人人数及所持有表决权的股份总数以会议登记为准。

Article 67 Prior to the commencement of voting, the conductor of a shareholders' meeting shall announce the number of shareholders and their proxies present in person and the total number of shares carrying voting rights held by them, which shall be determined on the basis of the register document of the meeting.

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 of information disclosure shall be responsible and followings shall be recorded:

(一) 会议时间、地点、议程和召集人姓名或名称；

(1) the date and time, venue, agenda and names of conveners;

(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；

(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;

(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；

(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;

(四) 对每一提案的审议经过、发言要点和表决结果；

(4) the deliberations process of, a summary of comments on, voting results of each resolution;

(五) 股东的质询意见或建议以及相应的答复或说明；

(5) inquires, opinion and suggestions made by the shareholders and the answers and explanations given;

(六) 计票人、监票人姓名；

(6) name of the voting counters and voting supervisors;

(七) 本章程规定应当载入会议记录的其他内容。

(7) other items specified the Articles of Association to be included in the minutes.

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。

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.

第七十条 股东大会召集人应当保证股东大会连续举行，直至形成最终决议。

Article 70 The convener shall ensure that the shareholders' meeting shall be proceeding continuously until final resolutions are made.

第六节 股东大会的表决和决议

Section 6 Voting and Resolutions at Shareholders' Meeting

第七十一条 股东大会决议分为普通决议和特别决议。

Article 71 Resolutions at shareholders' meetings comprise of ordinary resolutions and special resolutions.

股东大会做出普通决议，应当由出席股东大会的股东（包括股东代理人）所持表决权的 1/2 及以上通过。

If a shareholders' meeting makes an ordinary resolution, it shall be passed by half or more of the voting rights held by shareholders (including their proxies) who attends the shareholders' meeting.

股东大会做出特别决议，应当由出席股东大会的股东（包括股东代理人）所持表决权的 2/3 及以上通过。

If a shareholders' meeting makes a special resolution, it shall be passed by 2/3 or more of the voting rights held by shareholders (including their proxies) who attends the shareholders' meeting.

第七十二条 下列事项由股东大会以普通决议通过：

Article 72 The following matters shall be resolved by ordinary resolutions at

shareholders' meetings:

(一) 董事会和监事会的工作报告;

(1) work reports of the board of directors and the board of the supervisors;

(二) 董事会拟定的利润分配方案和弥补亏损方案;

(2) profit distribution plans and loss recovery plans of the company proposed by the board of directors;

(三) 董事会和监事会成员的任免及其报酬和支付方法;

(3) appointment, removal, remunerations and manner of payments of members of the board of directors and the board of supervisors;

(四) 公司年度预算方案、决算方案;

(4) annual financial budget plans and final account plans of the company;

(五) 公司年度报告;

(5) annual report of the company;

(六) 除法律、行政法规规定或者本章程规定应当以特别决议通过以外的其他事项。

(6) matters other than those required by laws, administrative regulations or the Articles of Association to be passed by special resolutions.

第七十三条 下列事项由股东大会以特别决议通过:

Article 73 The following matters shall be resolved by special resolutions at shareholders' meetings:

(一) 公司增加或者减少注册资本;

(1) the increase or decrease of the company's registered capital;

(二) 公司的分立、合并、解散和清算;

(2) the division, merger, dissolution and liquidation of the company;

(三) 本章程的修改;

(3) amending the Articles of Association of the company;

(四) 公司在一年内购买、出售重大资产或者担保金额超过公司最近一期经审计总资产30%的;

(4) the purchases or sales of any important assets within a year when the aggregate amount of which exceeds 30% of the latest audited total assets of the company;

(五) 股权激励计划;

(5) the share incentive plan;

(六) 法律、行政法规或本章程规定的，以及股东大会以普通决议认定会对公司产生重大影响的、需要以特别决议通过的其他事项。

(6) any other matters required by the law, administrative regulations or the Articles of Association, and other matters which are resolved by ordinary resolutions at shareholders' meetings to have material impact on the company, to be subject to approval by special resolution at the shareholders' meeting.

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。

Article 74 Shareholders (including 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.

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。

The shares of the company which are held by the company shall carry no voting right, and that part of the shares shall not be counted in the total number of voting shares attending the shareholders' 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 shares of the company. If the shares are indeed held 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 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, where it is impossible for the connected shareholders to avoid, 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.

第七十六条 除公司处于危机等特殊情况下，非经股东大会以特别决议批准，公司将不与董事、总经理和其它高级管理人员以外的人订立将公司全部或者重要业务的管理交予该人负责的合同。

Article 76 Except special circumstance such as in a crisis status, without approval made by special resolution of shareholders' meeting, the company shall not enter into contract to handover all or part of the management of important matters of company with a person other than directors, general manager or other senior management personnel of the company.

第七十七条 董事、监事候选人名单以提案的方式提请股东大会表决。

Article 77 The list of candidates for directors and supervisors shall be proposed to the shareholders' meeting for voting.

(一) 在本章程规定的人数范围内，按照拟选任的人数，由董事长依据法律法规和本章程的规定提出董事的候选人名单，经董事会决议通过后，由董事会以提案方式提请股东大会选举表决；由监事会主席提出非由职工代表担任的监事候选人名单，经监事会决议通过后，由监事会以提案的方式提请股东大会选举表决；

(1) within the number range stipulated the Articles of Association, and in compliance with the number to be selected, the chairman of the board of directors shall, in accordance with laws and regulations and the provisions of the Articles of Association, put forward a list of candidates for directors. After approved by board of directors, the board of directors shall submit the list in the manner of proposal to the shareholders meeting for voting. The chairman of the board of supervisors shall put forward the list of candidate of supervisors who are not employees' representatives.

After approved by the board of supervisors, the board of supervisors shall submit the list in the manner of proposal to the shareholders meeting for voting;

(二) 持有或合并持有公司发行在外 3%及以上有表决权股份的股东可以向公司董事会提出董事的候选人或向监事会提出非由职工代表担任的监事候选人，但提名的人数和条件必须符合法律、法规和本章程的规定，并且不得多于拟选人数，董事会、监事会应当将上述股东提出的候选人提交股东大会审议；

(2) shareholders holding 3% or more of the total issued shares with voting rights are entitled to propose candidates for directors and supervisors who are not employees' representatives, whereas the number and the qualification of candidates must be compliance with relevant provisions stipulated by laws and regulations and the Articles of Association the number shall not be more than the number to be selected. Board of directors and board of supervisors shall submit the candidates proposed by the shareholders to the shareholders meeting for deliberating.

董事会应当向股东公告候选董事、监事的简历和基本情况。

The resume and general information of candidates for directors, supervisors shall be announced to the shareholders by the board of directors.

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 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.

第七十九条 股东大会审议提案时，不得对提案进行修改，否则，有关变更应当被视为一个新的提案，不能在本次股东大会上进行表决。

Article 79 By deliberating the proposals at the shareholders' meeting, no change shall be made thereto. Otherwise such change shall be treated as a new proposal which shall not be processed for voting at the shareholders' meeting currently holding.

第八十条 股东大会采取记名方式投票表决。

Article 80 The name of the voter shall be accorded by voting at the shareholders'

meeting.

第八十一条 股东大会对提案进行表决前,应当推举两名股东及一名监事代表参加计票和监票。审议事项与股东有特殊利害关系的,相关股东及代理人不得参加计票、监票。

Article 81 Before vote on resolutions at the shareholders' meeting, 2 shareholders' representative and 1 supervisors' representative shall be recommended to participate in vote counting and scrutiny. Should any shareholders have special interest with the matters to be deliberated, such shareholders and their proxies shall not participate in vote counting and scrutiny.

股东大会对提案进行表决时,应当由股东代表与监事代表共同负责计票、监票,并当场公布表决结果,决议的表决结果载入会议记录。

During the vote on resolutions at a shareholders' meeting, vote counting and scrutiny shall be carried out jointly by shareholder representatives and supervisor representatives, and the result of the vote shall be announced on the spot. The voting results on the resolutions shall be accorded in the minutes of the meeting.

第八十二条 出席股东大会的股东,应当对提交表决的提案发表以下意见之一:同意、反对或弃权。

Article 82 Shareholders attending the shareholders' meeting shall express one of the following views during the voting of a resolution: consent, objective or abstention.

未填、错填、字迹无法辨认的表决票、未投的表决票均视为投票人放弃表决权利,其所持股份数的表决结果应计为“弃权”。

A voting ticket that is incomplete, wrongly completed, illegible, or not yet cast, will be treated as the voter having given up his voting rights, and the votes represented by such shares will be treated as abstention.

第八十三条 会议主持人如果对提交表决的决议结果有任何怀疑,可以对所投票数组织点票;如果会议主持人未进行点票,出席会议的股东或者股东代理人对会议主持人宣布结果有异议的,有权在宣布表决结果后立即要求点票,会议主持人应当立即组织点票。

Article 83 In the event that the conductor of the meeting has any doubt as to the result of a resolution put forward to the vote, he may organize to have the cast votes counted. In the event that the conductor of the meeting does not have the votes counted, any shareholder present in person or by proxy objects to the result announced by the conductor of the meeting may require that the votes be counted immediately after the declaration of the voting result, the conductor of the meeting shall organize to have the votes counted immediately.

第八十四条 股东大会通过有关董事、监事选举提案的，新任董事、监事就任时间在股东大会通过选举提案并签署声明确认书后立即就任。

Article 84 Where the proposals on the election of directors and supervisors have been adopted at the shareholders' meeting, the new directors and supervisors shall take up their post instantly once the proposal is resolved and approval statement is signed.

第八十五条 股东大会通过有关派现、送股或资本公积转增股本提案的，公司将在股东大会结束后 2 个月内实施具体方案。

Article 85 Where a resolution relating to the distribution of cash dividends, shares donation or increase in share capital by way of capitalization of reserves has been passed at the shareholders' meeting, the company shall implement such resolution within 2 months following the conclusion of the shareholders' meeting.

第五章 董事会

Chapter 5 Board of Directors

第一节 董事

Section 1 Directors

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：

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:

(一) 无民事行为能力或者限制民事行为能力；

(1) being without or with limited capacity of civil conduct;

(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；

(2) been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market 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;

(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；

(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;

(五) 个人所负数额较大的债务到期未清偿；

(5) has a relatively large amount of debt which is due but un-cleared;

(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；

(6) the time limit has not yet expired for the banning measures from entering the securities markets taken by the China Securities Regulatory Commission or identified as inappropriate candidates;

(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；

(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;

(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.

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.

第八十七条 董事由股东大会选举或更换，任期三年。董事任期届满，可连选连任。董事在任期届满以前，股东大会不能无故解除其职务。

Article 87 Directors shall be elected or replaced by the shareholders' meeting. The term of office of the directors shall be 3 years. The directors may, after the expiry of their term of office, hold a consecutive term upon re-election. A director may not be dismissed by a shareholders' meeting without cause prior to the expiry of the term.

董事任期从就任之日起计算，至本届董事会任期届满时为止。董事任期届满未及时改选，在新委派的董事就任前，原董事仍应当依照法律、行政法规、部门规章和本章程的规定，履行董事职务。

The term of office of a director shall be commenced from the date of the appointment until the expiry of the relevant session of the board of directors. In the case that term of directors expires, while new members of the board have not yet been re-elected, the existing directors shall continue to perform their duties according to the laws, administrative regulations, department regulations and the Articles of Association.

董事可以由总经理或者其他高级管理人员兼任。

The post of director may be taken up by general manager or other senior management personnel.

第八十八条 董事应当遵守法律、行政法规和本章程，对公司负有下列忠实义务：

Article 88 Directors shall comply with the law, administrative regulations and the Articles of Association, and shall have the following obligation to be faithful to the company:

(一) 不得利用职权收受贿赂或者其他非法收入，不得侵占公司的财产；

(1) not to accept bribe or other illegal income, not to infringe the property of the company by using their authority;

(二) 不得挪用公司资金；

(2) not to misappropriate the capital of the company;

(三) 不得将公司资产或者资金以其个人名义或者其他个人名义开立账户存储；

(3) not to deposit the property or capital of the company in an account under their or other persons' names;

(四) 不得违反本章程的规定，未经股东大会或董事会同意，将公司资金借贷给他人或者以公司财产为他人提供担保；

(4) not to lend the capital of the company or provide guarantee to other persons secured by property of the company in violation or the provisions of the Articles of Association or without consent from the shareholders' meeting or by the board of directors;

(五) 不得违反本章程的规定或未经股东大会同意，与本公司订立合同或者进行交易；

(5) not to enter into any contract or transaction with the company in violation of the provisions of the Articles of Association or without consent from the shareholders' meeting;

(六) 未经股东大会同意，不得利用职务便利，为自己或他人谋取本应属于公司的商业机会，自营或者为他人经营与本公司同类的业务；

(6) not to take advantage of their authority to obtain for themselves or other persons business opportunities originally belonging to the company or carry on business similar to that of the company by themselves or for other persons without consent from the shareholders' meeting;

(七) 不得接受与公司交易的佣金归为己有；

(7) not to receive commissions in transactions with the company;

(八) 不得擅自披露公司秘密；

(8) not to disclose secrets of the company without permission;

(九) 不得利用其关联关系损害公司利益；

(9) not to prejudice the interests of the company by using their relationship and connections;

(十) 法律、行政法规、部门规章及本章程规定的其他忠实义务。

(10) to perform other fiduciary duties as required by the laws, administrative regulations and rules and the Articles of Association.

董事违反本条规定所得的收入，应当归公司所有；给公司造成损失的，应当承担赔偿责任。

Any income received by a director from violating the provisions of the Articles of Association shall belong to the company, and any loss caused thereby to the company shall be subject to compensation by such director.

第八十九条 董事应当遵守法律、行政法规和本章程，对公司负有下列勤勉义务：

Article 89 Directors shall comply with laws, administrative regulations, and the Articles of Association, and shall have the following obligation to be diligent to the company:

(一) 应谨慎、认真、勤勉地行使公司赋予的权利，以保证公司的商业行为符合国家法律、行政法规以及国家各项经济政策的要求，商业活动不超过营业执照规定的业务范围；

(1) exercise the power granted by the company to ensure the business activities of the company in compliance with state law, administrative regulations and requirements of various state economic policies and the business activities of the company are within the scope of activities specified by the business license;

(二) 应公平对待所有股东；

(2) treat all shareholders fairly;

(三) 及时了解公司业务经营管理状况;

(3) understand promptly the business operation and administration of the company;

(四) 应当对公司定期报告签署书面确认意见。保证公司所披露的信息真实、准确、完整;

(4) Sign confirmation opinions on the regular reports of the company, and warrant the information disclosed by the company is true, accurate, and complete;

(五) 应当如实向监事会提供有关情况和资料, 不得妨碍监事会或者监事行使职权;

(5) provide to the board of supervisors truthfully with relevant circumstances and information, and not hinder board of supervisors or supervisors in exercising their authorities;

(六) 法律、行政法规、部门规章及本章程规定的其他勤勉义务。

(6) perform other duties of diligence as required by the laws, administrative regulations, departmental regulations and the Articles of Association.

第九十条 董事连续两次未能亲自出席, 也不委托其他董事出席董事会会议, 视为不能履行职责, 董事会应当建议股东大会予以撤换。

Article 90 A director will be deemed to have failed to perform his duties if he fails to attend the meetings of the board in person twice consecutively and does not appoint other directors to attend the meetings on his behalf. The board of directors shall make recommendations to the shareholders' meeting to replace such director.

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。

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. Directors shall not evade their responsibilities by resignation or other means.

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。

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. 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 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.

第九十二条 董事辞职生效或者任期届满，应向董事会办妥所有移交手续，其对公司和股东承担的忠实义务，在任期结束后并不当然解除，在本章程规定的合理期限内仍然有效，直至该秘密成为公开信息；其他忠实义务的持续期间应当根据公平的原则，结合事项的性质、对公司的重要程度、对公司的影响时间以及与该董事的关系等因素综合确定。

Article 92 Upon resignation taking effect or expiration of his/her term of office, a director shall complete his hand-over procedures with the board. The fiduciary duties of a director to the company and the shareholders do not necessarily cease upon the termination of his tenure of office and shall remain valid within a reasonable period specified by this article, until the secrets become the public information. The duration of other obligations of fidelity shall be determined comprehensively based on the principle of fairness combined with the nature of matters involved, the degree of importance to the company, influence duration on company, relationship with such director.

第九十三条 未经本章程规定或者董事会的合法授权，任何董事不得以个人名义代表公司或者董事会行事。董事以其个人名义行事时，在第三方会合理地认为该董事在代表公司或者董事会行事的情况下，该董事应当事先声明其立场和身份。

Article 93 No director shall act, in their personal capacity, on behalf of the company or the board of directors unless lawfully authorized under the Articles of Association or the board of directors. The director shall, when acting in his/her personal capacity, declare his/her standing and identity in advance if a third party has reason to believe that the said director is acting on behalf of the company or the board of directors.

第九十四条 董事执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

Article 94 Any director who violates laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his/her duties and causes losses to the company shall be liable for compensation.

第二节 董事会

Section 2 Board of Directors

第九十五条 公司设董事会，对股东大会负责。

Article 95 A board of directors shall be established by the company, which is responsible to the shareholders' meeting.

第九十六条 董事会由 5 名董事组成，设董事长 1 人，副董事长 1 人。

Article 96 The board of directors shall comprise 5 directors, with 1 chairman and 1 vice-chairmen.

第九十七条 董事会行使下列职权：

Article 97 The board of directors exercises the following authorities:

(一) 召集股东大会，并向股东大会报告工作；

(1) convening shareholders' meetings and reporting the status on work thereto;

(二) 执行股东大会的决议；

(2) carrying out the resolutions made at the shareholders' meetings;

(三) 决定公司的经营计划和投资方案；

(3) determining the operation plans and investment plans of the company;

(四) 制订公司的年度财务预算方案、决算方案；

(4) working out the company's annual financial budget plans and final account plans;

(五) 制订公司的利润分配方案和弥补亏损方案；

(5) working out the company's profit distribution plans and loss recovery plans;

(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；

(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 listing of the company;

(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；

(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;

(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：

(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:

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%的资产处置事项，或公司在—个会计年度内购买、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；

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;

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., where the purchase or sales is related with daily operations.

单项金额不超过人民币 800 万元或在—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；

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;

单项涉及金额超过人民币 1000 万元但不超过 1500 万元或在—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）；

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-liability ratio exceeding 50% but not exceeding 70% after debt financing (except bond issues);

公司与关联自然人发生的在—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 150 万元但不超过 300 万元或在—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；

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 1.5 million but not exceeding RMB 3 million or cumulative amount within a fiscal year exceeding 15% but not exceeding 30% of the company's latest audited net asset;

低于股东会审议标准以下的对外担保事项；

External guarantee matters lower than the deliberation standard of the shareholders'

meeting;

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。

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.

上述指标计算中涉及的数据如为负值，取其绝对值计算。

If above data involved is a negative value, the data should be calculated by its absolute value.

(九) 决定公司内部管理机构的设置;

(9) making decisions on the establishment of the company's internal management departments;

(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;

(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).

(十一) 制订公司的基本管理制度;

(11) working out the company's basic management system;

(十二) 制订本章程的修改方案;

(12) working out proposal for amendment to the Articles of Association;

(十三) 管理公司信息披露事项;

(13) managing information disclosure of the company;

(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;

(14) proposing hiring or replacement of the accounting working for auditing to the shareholders' meeting;

(十五) 听取公司总经理的工作汇报并检查总经理的工作;

(15) receiving the working report and inspecting the work of general manager;

(十六) 法律、行政法规、部门规章或本章程授予的其他职权。

(16) Other functions authorized by law, administrative regulations, departmental

regulations, or the Articles of Association.

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。

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.

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。

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.

第九十九条 董事会应当确定对外投资、收购出售资产、资产抵押、对外担保事项、委托理财、关联交易的权限，建立严格的审查和决策程序；大投资项目应当组织有关专家、专业人员进行评审，并报股东大会批准。

Article 99 The board of directors shall establish stringent procedure for deliberating and decision-making, stipulate the authority for making external investment, purchase and disposal of assets, mortgage of assets, provision of external guarantees, appointment of financial management, and connected transactions; For significant investment projects, the board of directors shall seek professional opinion by inviting related experts and professionals for review and evaluation, and report to the shareholders' meeting for approval.

第一百条 董事长由董事会以全体董事的过半数选举产生。

Article 100 The chairman shall be elected by more than half of all the directors.

第一百零一条 董事长行使下列职权：

Article 101 The chairman of the board of directors shall exercising following powers:

(一) 主持股东大会和召集、主持董事会会议；

(1) to preside over shareholders' meeting and convene and preside over the meetings of the board of directors;

(二) 督促、检查董事会决议的执行；

(2) to supervise and check on the implementation of decisions of the board of directors;

(三) 签署董事会重要文件和其它应由公司法定代表人签署的文件；

(3) to sign the important documents of the board of directors and other documents that requires signing by the company's legal representative;

(四) 行使法定代表人的职权；

(4) to exercise the functions and powers of the legal representative;

(五) 在发生特大自然灾害等不可抗力的紧急情况下，对公司事务行使符合法律规定和公司利益的特别处置权，并在事后向公司董事会和股东大会报告；

(5) to exercise the special disposal power to handle the company affairs in compliance with the law and the company's interests in cases of emergency caused by catastrophic natural disasters and other force majeure, and report to the board of directors and the shareholders' meeting of the company thereafter;

(六) 根据董事会授权决定日常经营事项；

(6) To decide daily operations according to the authority of the Board of Directors;

(七) 决定单项涉及金额不超过公司最近一期经审计净资产 20% 的资产处置事项，或公司在—个会计年度内购买、出售重大资产累计不超过公司最近一期经审计总资产 20% 的事项；

(7) To decide asset disposal with individual amount not exceeding 20% 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 not exceeding 20% of the latest audited total assets of the company;

(八) 决定单项涉及金额不超过人民币 1000 万元或在—个会计年度内累计不超过公司最近一期经审计净资产 30% 的债务性融资；或融资后资产负债率不超过 50% 的债务性融资事项（发行债券除外）；

(8) To decide debt financing with individual amount not exceeding RMB 10 million or cumulative amount within a fiscal year not exceeding 30% of the latest audited net assets of the company; or with the asset-liability ratio not exceeding 50% after debt financing (except bond issues);

(九) 决定公司与关联自然人发生的在—个会计年度内累计金额不超过人民币 50 万元的关联交易，决定公司与关联法人发生的单项金额不超过人民币 150 万元或—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 15% 的关联交易；

(9) To decide related transaction with associated natural person for cumulative amount within a fiscal year not exceeding RMB 0.5 million; and to decide related transaction with an associated legal person for individual amount not exceeding RMB 1.5 million, or cumulative amount within a fiscal year not exceeding 15% of the company's latest audited net asset;

(十) 董事长因特殊原因不能主持召集股东大会或董事会会议的，可授权（但应有其签字的书面授权书）其他董事主持召集股东大会或董事会会议；

(10) where the chairman is unable to preside over shareholders' meeting and convene and preside over the meetings of the board of directors due to special reasons, other director may be authorized by power of attorney in writing to preside over shareholders' meeting and convene and preside over the meetings of the board

of directors;

(十一) 董事会授予的其他职权。

(11) to exercise other duties authorized by the board of directors.

第一百零二条 公司副董事长协助董事长工作，董事长不能履行职务或者不履行职务的，由副董事长履行职务；副董事长不能履行职务或者不履行职务的，由半数及以上董事共同推举一名董事履行职务。

Article 102 The vice chairman shall assist the chairman to work. If the chairman is unable or fails to perform his/her duties, the vice chairman shall perform such duties. If the deputy chairman of the board of directors is unable or fails to perform his/her duties, the director who is jointly recommended by half or more of the directors shall perform such duties.

第一百零三条 董事会每年至少召开两次会议，由董事长召集，于会议召开 10 日以前以本章程规定的方式通知全体董事和监事。

Article 103 The board of directors shall convene at least 2 meetings every year, and the meeting shall be convened by chairman. All directors and supervisors shall be notified 10 days in advance by means prescribed in the Articles of Association.

第一百零四条 代表 1/10 及以上表决权的股东、1/3 及以上董事或者监事会，可以提议召开董事会临时会议，董事长认为必要时也可以召开董事会临时会议。董事长应当自接到提议后 10 日内，召集和主持董事会会议。

Article 104 The shareholders representing 1/10 or more of the voting rights, or 1/3 of the directors, or the board of supervisors may bring forward a proposal on holding a extraordinary meeting of the board of directors. The chairman may convene a extraordinary board meeting when he/she believe necessary. The chairman shall, within 10 days after receiving such a proposal, convene and preside over a meeting of the board of directors.

第一百零五条 董事会召开临时董事会会议的通知方式为：本章程规定的方式；通知时限为：会议召开前 3 天。

Article 105 A extraordinary meeting of the board of directors shall be notified by means prescribed in the Articles of Association; and shall be notified 3 days before 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:

(一) 会议日期和地点；

(1) date and time, place of the meeting;

(二) 会议期限；

(2) duration of the meeting;

(三) 事由及议题；

(3) reasons and topic to be discussed;

(四) 发出通知的日期；

(4) date of issuance of notice;

(五) 联系人和联系方式。

(5) Contact person and contact information.

第一百零七条 董事会会议应有过半数的董事出席方可举行。董事会做出决议，必须经全体董事的过半数通过。

Article 107 No meeting of the board of directors may be held, unless more than half of the directors are present. When the board of directors makes a resolution, it shall be adopted by more than half of all the directors.

董事会决议的表决，实行一人一票。

As for the voting on a resolution of the board of directors, a director shall have one vote only.

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。

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 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.

第一百零九条 董事会决议表决方式为举手或投票表决。

Article 109 Resolutions of board meetings are voted by a show of hands or on poll.

董事会临时会议在保障董事充分表达意见的前提下，可以用电话、传真、视频会议等方式进行并做出决议，并由参会董事签字。

On the premise that the directors are able to sufficiently express their opinions, extraordinary board meeting may be held and resolutions thereof may be made by

way of telephone, facsimile, video conference, etc. and such resolutions shall be signed by the directors' present.

第一百一十条 董事会会议，应由董事本人出席；董事因故不能出席，可以书面委托其他董事代为出席，委托书中应载明代理人的姓名，代理事项、授权范围和有效期限，并由委托人签名或盖章。代为出席会议的董事应当在授权范围内行使董事的权利。董事未出席董事会会议，亦未委托代表出席的，视为放弃在该次会议上的投票权。

Article 110 The directors shall attend in person the meetings of the board of directors. Where any director is unable to attend the meeting for a certain reason, he/she may, by issuing a written power of attorney, entrust another director to attend the meeting on his/her behalf; the power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, which shall be signed or officially sealed by the authorizing party. A director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a board meeting and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

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。

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 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.

第一百一十二条 董事会会议记录包括以下内容：

Article 112 The records of board meetings shall include the following:

(一) 会议召开的日期、地点和召集人姓名；

(1) the date, venue and name of the convener of the meeting;

(二) 出席董事的姓名以及受他人委托出席董事会的董事（代理人）姓名；

(2) the names of attending directors and directors appointed as proxies to attend the meeting;

(三) 会议议程；

(3) the agenda of the meeting;

(四) 董事发言要点;

(4) the main points of speech of each director during the meeting;

(五) 每一决议事项的表决方式和结果（表决结果应载明赞成、反对或弃权的票数）。

(5) the voting method and results of each resolution (the number of votes for, against and abstain shall be specifically indicated).

第六章 总经理及其他高级管理人员

Chapter 6 Manager and Other Senior Management Personnel

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。

Article 113 The Company shall have one general manager and several directors, who shall be appointed or dismissed by the board of directors.

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。

General manager, the directors appointed by the Board of Directors, the board secretary, are senior management personnel.

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。

Article 114 The circumstances under which prohibit a person from taking the post of a director under article 86 shall also apply to senior management personnel.

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。

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.

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.

第一百一十五条 在公司控股股东、实际控制人单位担任除董事以外其他职务的人员, 不得担任公司的高级管理人员。

Article 115 Any person who holds the position other than a director in the company's controlling shareholder or actual controller's unit shall not hold any position in the senior management of the company.

第一百一十六条 总经理每届任期3年, 总经理连聘可以连任。

Article 116 A general manager's term of appointment is three years. The general manager can be reappointed. Term of office of the general manager shall be 3 years. The general manager may be reappointed.

第一百一十七条 总经理对董事会负责, 行使下列职权:

Article 117 The general manager shall be responsible for the board of directors and shall exercise the following authorities:

(一) 主持公司的生产经营管理工作, 组织实施董事会决议, 并向董事会报告工作;

(1) taking charge of the management of the production and business operations of the company, organizing to implement the resolutions of the board of directors and reporting to the board;

(二) 组织实施公司年度经营计划和投资方案；

(2) organizing the execution of the company's annual operational plans and investment plans;

(三) 拟订公司内部管理机构设置方案；

(3) drafting plans on the establishment of the company's internal management departments;

(四) 拟订公司的基本管理制度；

(4) drafting the company's basic management system;

(五) 制定公司的具体规章；

(5) formulating the actual rules and regulations of the company;

(六) 提请董事会聘任或者解聘公司副总经理；

(6) proposing to hire or dismiss the company's assistant general manager;

(七) 决定聘任或者解聘除应由董事会决定聘任或者解聘以外的负责管理人员；

(7) deciding on the hiring or dismissing of the persons other than those who shall be decided by the board of directors;

(八) 拟订有关公司职工的工资、福利、奖惩的规定；

(8) working out regulations for the salary, welfare, rewards and punishments concerning to company's employees;

(九) 本章程或董事会授予的其他职权。

(9) other authorities conferred by the Articles of Association or by the board of directors.

总经理列席董事会会议。

The general manager attends the meetings of the board of directors as a non-voting delegate.

根据法律、法规及本章程的规定非由公司股东大会及董事会审议决策的事项，由总经理负责决策。公司的日常经营事项由总经理决策。

The general manager shall be responsible for making decision on matters, which are not to be decided by the shareholders' meeting and by the board of directors, according to provisions by laws, regulations and the Articles of Association. Daily operation of company business shall be decided by general manager.

第一百一十八条 总经理应当根据董事会或者监事会的要求，向董事会或者监事会报告公司重大合同的签订、执行情况、资金运用情况和盈亏情况。总经理必须保证报告的真实性。

Article 118 The general manager shall report the matters concerning the concluding and implementing of significant contract, operation of the capital and gain or loss to the board of directors or the board of supervisors, and ensure the truthfulness of the report.

第一百一十九条 总经理拟订有关职工工资、福利、安全生产以及劳动保护、劳动保险、解聘（或开除）公司职工等涉及职工切身利益的规定时，应当事先听取工会和职代会的意见。

Article 119 Prior making out regulations of matters relating to the vital interest of employees, such as the remuneration, welfare, safety production and labor protection, insurance, dismissal or fire, the general manager shall solicit the opinions of company's labor union, and the opinions of the representatives of the employees.

第一百二十条 总经理应制订总经理工作细则，报董事会批准后实施。

Article 120 The general manager shall formulate detailed working rules of the general manager, which shall be submitted to the board of directors for approval before implementation.

第一百二十一条 总经理工作细则包括下列内容：

Article 121 The detailed working rules of general manager shall include following:

(一) 总经理会议召开的条件、程序和参加的人员；

(1) conditions, procedures and participants for holding a general manager's meeting;

(二) 总经理及其他高级管理人员各自具体的职责及其分工；

(2) specific responsibilities of general manager and other senior management personnel individually and distribution of duties and powers among them;

(三) 公司资金、资产运用，签订重大合同的权限，以及向董事会、监事会的报告制度；

(3) scope of duty for capital, assets operations, and for concluding significant contracts, and regulation for report to the board of directors and the board of supervisors;

(四) 董事会认为必要的其他事项。

(4) other matters believed necessary by the board of directors.

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。

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 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.

第一百二十三条 高级管理人员执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

Article 123 Anyone of senior management personnel, who violates any of the laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his/her duties and cause losses to the company shall be liable for compensation to any loss caused to the company.

第七章 监事会

Chapter 7 Board of Supervisors

第一节 监事

Section 1 Supervisors

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。

Article 124 The circumstances under which prohibit a person from taking the post of a director under article 86 shall also apply to supervisor.

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、高级管理人员任职期间不得担任公司监事。

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.

第一百二十五条 监事应当遵守法律、行政法规和本章程，对公司负有忠实义务和勤勉义务，不得利用职权收受贿赂或者其他非法收入，不得侵占公司的财产。

Article 125 The supervisors shall comply with laws, administrative regulations and the Articles of Association They shall bear the obligations of fidelity and diligence to the company. No supervisor may take any bribe or other illegal gains by taking the advantage of his/her authorities, or encroach on the properties of the company.

第一百二十六条 监事的任期每届为 3 年。监事任期届满，连选可以连任。

Article 126 Every term of office of the supervisors shall be 3 years. The supervisors may, after the expiry of their term of office, hold a consecutive term upon re-election.

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。

Article 127 If no reelection is timely carried out after the expiry of the term 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.

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.

第一百二十八条 监事应当保证公司披露的信息真实、准确、完整。

Article 128 A supervisor shall ensure the information disclosed by the company is true, accurate and complete.

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。

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.

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.

第一百三十条 监事不得利用其关联关系损害公司利益，若给公司造成损失的，应当承担赔偿责任。

Article 130 A supervisor shall not injure the interests of the company by taking advantage of its connection relationship. Anyone who has caused any loss to the company due to violation of the regulation shall be subject to compensation.

第一百三十一条 监事执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

Article 131 Any director who violates laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his/her duties and causes losses to the company shall be liable for compensation.

第二节 监事会

Section 2 Board of Supervisors

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。

Article 132 The company shall set up a board of supervisors, which shall comprise 3 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 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.

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。

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 representatives of the company's employees, employees' meeting or 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 regular reports prepared by the board of directors and giving the written opinions;

(二) 检查公司财务；

(2) checking the financial affairs of the company;

(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；

(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;

(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；

(4) demanding any director or senior management personnel to make corrections if his/her act has injured the interests of the company;

(五) 提议召开临时股东大会，在董事会不履行《公司法》规定的召集和主持股东大会职责时召集和主持股东大会；

(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 The Company Law;

(六) 向股东大会提出提案；

(6) bringing forward proposals at shareholders' meetings;

(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；

(7) initiating a law suit against directors or senior management personnel according to the article 152 of The Company Law;

(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、律师事务所等专业机构协助其工作，费用由公司承担；

(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.

(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 监事会每六个月至少召开一次会议。监事可以提议召开临时监事会会议。

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。

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 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。

Article 135 The board of supervisors shall formulate board meeting regulations to clarify the discussion methods and voting procedures, so as to ensure the work efficiency and scientific decision-making of the board of supervisors.

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。

The 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.

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。

Article 136 The board of supervisors shall make records for the resolutions on the matter it discusses, which shall be signed by the supervisors and recorder presented the meeting. The meeting minutes of the board of supervisors shall be true, accurate and complete.

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。

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.

第一百三十七条 监事会会议通知包括以下内容：

Article 137 Following information shall be specified in the notice of the board of

supervisor's meeting:

(一) 举行会议的日期、地点和会议期限;

(1) date and time, place and duration of the meeting;

(二) 事由及议题;

(2) reasons and topic to be discussed;

(三) 发出通知的日期。

(3) date of issuance of notice.

第八章 信息披露

Chapter 8 Disclosure of Information

第一百三十八条 公司应当依据法律、行政法规、部门规章或本章程规定披露信息。

Article 138 Disclosure of information of the company shall be subject to the requirements of the law, administrative regulations, departmental regulations, or the provisions of the Articles of Association.

第一百三十九条 公司信息披露工作由董事会统一领导和管理, 董事会秘书是公司信息披露的直接责任人, 负责公司信息披露的组织和协调, 以及协调投资者关系, 增进公司的透明度, 并负责信息披露的具体操作。

Article 139 The board of directors shall be response for the disclosure of information. The secretary of board of directors shall be directly responsible for the disclosure of information of the company, and take charge of the organization and coordination of the information disclosure, and coordinate the relationship with the investors and increase the transparency of the company, and responsible for concretely operation of the information disclosure.

第九章 投资者关系管理

Chapter 9 Investors Relation Management

第一百四十条 公司将建立、完善投资者关系管理系统, 增强与股东的有效沟通 and 交流, 包括但不限于维护与投资者的联系、回答和解释公众问题、保证投资者及时获得公司披露的信息等。

Article 140 The company shall establish and perfect the work system for investors' relationship management and shall strengthen actively communications and exchanges with investors, including but not limited: maintain in touch with the investors, answering the questions of the public, ensure that the investors get the information disclosed by the company without any delay.

第一百四十一条 公司与投资者沟通的主要方式包括但不限于：定期报告、股东大会、公司网站、一对一沟通、邮件、电子邮件或其它互联网沟通方式、回答和解释电话或网络咨询、公司现场参观、路演等。

Article 140 The means communicate with investors include but not limited to the regular report, shareholder's meeting, website of the company, communication face to face, post, email or other internet communication means, answering and explanation of the inquiries over telephone or internet, on spot visitation of the company, road show and so on.

第十章 财务会计制度、利润分配和审计

Chapter 10 Financial Accounting System, Distribution of Profits and Auditing

第一节 财务会计制度

Section 1 Financial Accounting System

第一百四十二条 公司依照法律、行政法规和国家有关部门的规定，制定公司的财务会计制度。

Article 142 The company lays down a financial accounting system according to the law, administrative regulations and departmental regulations formulated by relevant government departments.

第一百四十三条 公司除法定的会计账簿外，将不另立会计账簿。公司的资产，不以任何个人名义开立账户存储。

Article 143 The Company shall not keep accounts other than those provided by law. The property or capital of the company shall not be deposited into an account under any personal name.

第一百四十四条 公司分配当年税后利润时，应当提取利润的 10% 列入公司法定公积金。公司法定公积金累计额为公司注册资本的 50% 以上的，可以不再提取。

Article 144 Where the company distributes its after-tax profits of the current year, it shall draw 10 percent of the profits as the company's statutory common reserve. The company may stop drawing if the accumulative balance of the common reserve has already accounted for over 50% of the company's registered capital.

公司的法定公积金不足以弥补以前年度亏损的，在依照前款规定提取法定公积金之前，应当先用当年利润弥补亏损。

Where the accumulative balance of the company's statutory common reserve is not enough to make up for the losses of the company of the previous year, the current year's profits shall first be used for making up the losses before the statutory common reserve is drawn therefrom according to the provisions of the preceding paragraph.

公司从税后利润中提取法定公积金后，经股东大会决议，还可以从税后利润中提取任意公积金。

After the company draws the statutory common reserve from the after-tax profits, it may, upon a resolution made by the shareholders' meeting, draw a discretionary common reserve from the after-tax profits.

公司弥补亏损和提取公积金后所余税后利润，按照股东持有的股份比例分配，但本章程规定不按持股比例分配的除外。

After the losses have been made up and common reserves have been drawn, the company shall distribute the remaining profits in light of the proportions of shares held by shareholders, unless it is not permitted in the Articles of Association to distribute profits according to the proportions of shares held by shareholders.

股东大会违反前款规定，在公司弥补亏损和提取法定公积金之前向股东分配利润的，股东必须将违反规定分配的利润退还公司。

Where the shareholders' meeting distributes the profits by violating the provisions of the preceding paragraph before the losses are made up and the statutory common reserves are drawn, the profits distributed must be refunded to the company.

公司持有的本公司股份不参与分配利润。

No profit may be distributed for the company's shares held by the company itself.

第一百四十五条 公司的公积金用于弥补公司的亏损、扩大公司生产经营或者转为增加公司资本。但是，资本公积金将不用于弥补公司的亏损。

Article 145 The accumulation funds of the company shall be used for making up losses, expanding the production and business scale or increasing the registered capital of the company. But the capital accumulation funds shall not be used for making up the company's losses.

法定公积金转为资本时，所留存的该项公积金将不少于转增前公司注册资本的 25%。

When the statutory common reserve is changed to capital, the remainder of the common reserve shall not be less than 25 % of the registered capital prior to the increase.

第一百四十六条 公司股东大会对利润分配方案做出决议后，公司董事会须在股东大会召开后 2 个月内完成现金或股利的派发事项。

Article 146 After a resolution relating to the distribution of profit has been passed at the shareholders' meeting; the board of directors shall complete the matters on cash dividends or dividends in shares within 2 months following the conclusion of the shareholders' meeting.

第一百四十七条 公司利润分配政策为：

Articles 147 The profit distribution policy of the company is as follows:

(一) 利润分配的原则：公司实行持续、稳定的利润分配政策。注重对股东的合理投资回报以及维护公司的持续发展；

(1) principle for profit distribution: the company shall adopt a continuous and steady profit distribution policy with an emphasis on providing reasonable investment return to its investors and maintaining the sustainable development of the company;

(二) 利润分配的形式：公司可以采取现金、股票的利润分配方式；

(2) mode of profit distribution: the company may distribute profit in the form of cash or shares;

(三) 利润分配的期间间隔：公司的可分配利润实行每年一次的分配，也可以进行中期分红；

(3) period of the profit distribution: The Company shall distribute its distributable profits on an annual basis and may distribute interim dividend;

(四) 公司优先选择现金分红形式分配可分配利润；

(4) the company shall give priority to distribute its dividend in cash;

在公司经营状况良好，该年度报告期所实现的利润为正值，公司弥补亏损、提取公积金后所余的税后累计未分配利润为正值，有足够的现金流进行正常的业务操作，无重大投资计划或重大现金支出等事项发生，且能维护持续发展的情况下，公司现金分红比例将不少于 10%。

subject to satisfactory operating results with sufficient cash flow for its normal business operation and sustainable development in the absence of major investment plan or substantial capital expenditures, the company intends to distribute not less than 10% of the net profits attributable to shareholders of the relevant year as cash dividends, if it records profits for the annual reporting period and has positive accumulated undistributed profits after the losses have been made up and common reserves have been drawn.

在不危害合理的股本和股权结构的前提下，当公司的股票价格处于合理水平时，为回报股东的投资，共同分享公司价值，公司可以发放股票股利。

without jeopardizing the reasonable share capital and shareholding structure, the company may distribute dividends in shares when the valuation of its shares is at a reasonable level with a view to providing investment return to its shareholders and sharing its corporate value.

股票股利分红决议由公司董事会审议通过后，提交股东大会审议决定。

proposal on share distribution shall be passed by the board of directors of the company before submitting to the shareholders' meeting for approval.

(五) 利润分配政策和方案应由董事会制定，并在审议、通过后提交股东大会表决。董事会和股东大会在审议利润分配政策和方案时，应该充分听取公共投资者的意见；

(5) the profit distribution policy and the dividend distribution proposal shall be prepared, considered and passed by the board of directors before submitting to the shareholders' meeting for approval. The board of directors and the shareholders' meeting shall fully take into account the opinions of the public investors when considering and approving the profit distribution policy and the dividend distribution proposal;

(六) 公司根据经济环境或自身的经营情况对其利润分配政策进行调整或变更的，调整或变更后的利润分配政策应该符合法律、行政法规、部门规章和本章程的规定；

(6) if the company adjusts or changes its profit distribution policy in response to the economic environment or its operations, the adjusted or changed profit distribution policy shall comply with the law, administrative regulations, departmental regulations and the provisions of the Articles of Association;

根据上述现金利润分配条款对利润分配政策进行调整或变更，和不分配利润的提案应由董事会制定、审议并通过后，提交股东大会审议决定。该决议应当由出席股东大会的股东（包括股东代理人）所持表决权的 2/3 及以上通过。

any proposed adjustments or changes to the profit distribution policy and any proposal that no profit distribution proposal can be formulated in accordance with the cash profit distribution policy shall be considered and passed by the board of directors of the company before submitting to the shareholders' meeting for approval. Such proposals shall be passed by 2/3 or more of voting rights held by the shareholders (including their proxies) attending at the shareholders' meeting.

(七) 公司年度报告期所实现的利润为正值，公司弥补亏损、提取公积金后所余的税后累计未分配利润为正值，但董事会未提出年度现金分红预案的，董事会需在其定期报告中披露原因；

(7) if the board of directors of the company does not propose a cash profit distribution under the circumstance that the company records profits for the annual reporting period and has positive accumulated undistributed profits after the losses have been made up and common reserves have been drawn, it shall disclose the reasons thereof in its periodical reports;

(八) 存在股东违规占用公司资金情况的，公司应当扣减该股东所分配的现金红利，以偿还其占用的资金。

(8) if the fund of the company is misappropriated by any shareholder, the company shall deduct the cash dividend distributable to such shareholder to repay the fund misappropriated.

第二节 内部审计

Section 2 Internal Audit

第一百四十八条 公司实行内部审计制度，配备专职审计人员，对公司财务收支和经济活动进行内部审计监督。

Article 148 The Company shall implement an internal audit system, and shall manning professional auditors to conduct internal audit of its finances, income and expenditure and economic activities of the company.

第一百四十九条 公司内部审计制度和审计人员的职责，应当经董事会批准后实施。审计负责人向董事会负责并报告工作。

Article 149 The internal audit system and duties of the internal auditors of the company shall be implemented upon approval by the board of directors. The person in charge of audit shall be responsible and report to the board of directors.

第三节 会计师事务所的聘任

Section 3 Appointment of Accounting Firms

第一百五十条 公司聘用会计师事务所必须由股东大会决定，董事会不得在股东大会决定前委任会计师事务所。

Article 150 Appointment of the accounting firm of the company shall be resolved by shareholders' meetings, the board of directors shall not appoint any accounting firm before the shareholders' meeting adopts the resolution.

第一百五十一条 公司保证向聘用的会计师事务所提供真实、完整的会计凭证、会计账簿、财务会计报告及其他会计资料，不得拒绝、隐匿、谎报。

Article 151 The company shall provide to the accounting firm appointed truthful and complete accounting vouchers, account books, financial and accounting statements and other accounting materials, and may not refuse to do so or conceal any of them or make any false statements.

第一百五十二条 会计师事务所的审计费用由股东大会决定。

Article 152 The remuneration of an accounting firm for audit shall be determined by the shareholders' meeting.

第一百五十三条 公司解聘或者不再续聘会计师事务所时，提前 15 天事先通知会计师事务所，公司股东大会就解聘会计师事务所进行表决时，允许会计师事务所陈述意见。

Article 153 In dismissing or discontinuing the appointment of an accountant firm, the company shall notify the said accountant firm 15 days in advance. When the shareholders' meeting adopts a voting on the dismissal of a accounting firm, it shall allow the accounting firm to state its own opinions.

会计师事务所提出辞聘的，应当向股东大会说明公司有无不当情形。

If an accountant firm resigns from the post, it shall clarify to the shareholders' meeting whether or not there is any improper affair in the company.

第十一章 通知和公告

Chapter 11 Notice and public announcement

第一百五十四条 公司的通知以下列形式之一发出：

Article 154 The notice of the company shall be sent by one of the following means:

(一) 以专人送出；

(1) by courier;

(二) 以邮件或电子邮件方式送出；

(2) by mail or email;

(三) 以传真方式进行；

(3) by facsimile;

(四) 以公告方式进行；

(4) by public announcement.

(五) 本章程规定的其他形式。

(5) other means as prescribed by the Articles of Association.

第一百五十五条 公司召开股东大会的会议通知，以专人、邮件或电子邮件，传真、公告方式发出。

Article 155 The notice of the shareholders' meeting shall be sent by means of courier, mail or email, facsimile and public announcement.

第一百五十六条 公司召开董事会的会议通知，以专人、邮件或电子邮件，传真方式发出。

Article 156 The notice of the board of directors' meeting shall be sent by means of courier, mail or email, facsimile.

第一百五十七条 公司召开监事会的会议通知，以专人、邮件或电子邮件，传真方式发出。

Article 157 The notice of the board of supervisors' meeting shall be sent by means of courier, mail or email, facsimile.

第一百五十八条 公司通知以专人送出的，由被送达人在送达回执上签名（或盖章），被送达人签收日期为送达日期；公司通知以邮件送出的，自交付邮局之日起第 3 个工

作日为送达日期；公司通知以传真或电子邮件送出的，以传真或电子邮件成功发出之日为送达日期；公司通知以公告方式送出的，一经公告，视为所有相关人员收到通知。

Article 158 Where a notice of the company is sent by courier, the addressee signs his name (or affixes his chop) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice is to be sent by post, such notice is deemed to be served 3 working days after the date on which it is deposited at the post office. Where a notice is sent by facsimile or email, the date posted shall be the date of service. The notice is regarded as receipt by all the relevant person, where a notice is sent by public announcement, the date of publication shall be the date of service.

第一百五十九条 因意外遗漏未向某有权得到通知的人送出会议通知或者该等人没有收到会议通知，会议及会议做出的决议并不因此无效。

Article 159 If by accidental omission, a notice of meeting is not sent out to a person who is entitled to be notified, or the person aforesaid does not receive the notice, the meeting and the resolution made at the meeting shall not be void therefore.

第十二章 合并、分立、增资、减资、解散和清算

Chapter 12 Merger, Division, Increase and Decrease of Registered Capital, Dissolution and Liquidation

第一节 合并、分立、增资和减资

Section 1 Merger, Division, Increase and Decrease of the Registered Capital

第一百六十条 公司合并可以采取吸收合并或者新设合并。

Article 160 The merger of the company may be effected by way of merger by absorb or merger by consolidation.

一个公司吸收其他公司为吸收合并，被吸收的公司解散。两个及以上公司合并设立一个新的公司为新设合并，合并各方解散。

In the case of merger by absorb, a company absorbs other company and the absorbed company is dissolved; in the case of merger by consolidation, two or more companies combine together for the establishment of a new one, and the existing ones are dissolved.

第一百六十一条 公司合并，应当由合并各方签订合并协议，并编制资产负债表及财产清单。公司应当自做出合并决议之日起 10 日内通知债权人，并于 30 日内在媒体上公告。债权人自接到通知书之日起 30 日内，未接到通知书的自公告之日起 45 日内，可以要求公司清偿债务或者提供相应的担保。

Article 161 In the event of a merger, the parties to the merger shall enter into a merger agreement with each other and formulate balance sheets and checklists of properties. The companies involved shall, within 10 days as of making the decision

of merger, notify the creditors, and shall make a public announcement on a newspaper within 30 days. The creditors may, within 30 days as of the receipt of the notice or within 45 days as of the issuance of the public announcement if it fails to receive a notice, require the company to clear off its debts or to provide corresponding guarantees.

第一百六十二条 公司合并时，合并各方的债权、债务，由合并后存续的公司或者新设的公司承继。

Article 162 In the case of a merger, the credits and debts of the companies involved shall be succeeded by the continuing company or by the newly established company.

第一百六十三条 公司分立，其财产作相应的分割。公司分立，应当编制资产负债表及财产清单。公司应当自做出分立决议之日起 10 日内通知债权人，并于 30 日内在媒体上公告。

Article 163 As for the division of a company, the properties thereof shall be divided accordingly, and balance sheets and checklists of properties shall be worked out. The company shall, within 10 days as of the day when the decision of division is made, notice the creditors and shall make a public announcement on media within 30 days.

第一百六十四条 公司分立前的债务由分立后的公司承担连带责任。但是，公司在分立前与债权人就债务清偿达成的书面协议另有约定的除外。

Article 164 The post division companies shall bear joint liabilities for the debts of the former company before it is divided, unless it is otherwise prescribed by the company and the creditors before the division with regard to the clearance of debts in written agreement.

第一百六十五条 公司需要减少注册资本时，必须编制资产负债表及财产清单。

Article 165 Where the company finds it necessary to reduce its registered capital, it must work out balance sheets and checklists of properties.

公司应当自做出减少注册资本决议之日起 10 日内通知债权人，并于 30 日内在媒体上公告。债权人自接到通知书之日起 30 日内，未接到通知书的自公告之日起 45 日内，有权要求公司清偿债务或者提供相应的担保。

The company shall, within 10 days as of the day when the decision of reducing registered capital, notify the creditors and make a public announcement on media within 30 days. The creditors shall, within 30 days as of the receipt of a notice or within 45 days as of the issuance of the public announcement if it fails to receive a notice, be entitled to require the company to clear off its debts or to provide corresponding guarantees.

公司减资后的注册资本将不低于法定的最低限额。

The registered capital of the company after reducing its registered capital shall not be any lower than the bottom line requirement as provided for by law.

第一百六十六条 公司合并或者分立，登记事项发生变更的，应当依法向公司登记机关办理变更登记；公司解散的，应当依法办理公司注销登记；设立新公司的，应当依法办理公司设立登记。

Article 166 Where any of the registered items is changed during the process of merger or division of a company, the company shall go through modification registration with the company registration authority. If it is dissolved, it shall be deregistered according to law. If any new company is established, it shall go through the procedures for company establishment according to law.

公司增加或者减少注册资本，应当依法向公司登记机关办理变更登记。

In the case of increasing or reducing its registered capital, the company shall go through the modification registration with the company registration authority according to law.

第二节 解散和清算

Section 2 Dissolution and Liquidation

第一百六十七条 公司因下列原因解散：

Article 167 The company may be dissolved under any of the following circumstances:

(一) 本章程规定的营业期限届满或者本章程规定的其他解散事由出现；

(1) the term of business operation as stipulated by the Articles of Association expires or any of the matters for dissolution as stipulated in the Articles of Association of the company appears;

(二) 股东大会决议解散；

(2) the shareholders' meeting decides to dissolve it;

(三) 因公司合并或者分立需要解散；

(3) it is necessary to be dissolved due to merger or division of the company;

(四) 依法被吊销营业执照、责令关闭或者被撤销；

(4) its business license is canceled or it is ordered to close down or to be dissolved according to law;

(五) 公司经营管理发生严重困难，继续存续会使股东利益受到重大损失，通过其他途径不能解决的，持有公司全部股东表决权 10%及以上的股东，可以请求人民法院解散公司。

(5) where the company meets any serious difficulty during its operation or management so that the interests of the shareholders will be subject to heavy loss if it continues to exist and it cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the company may plead the people's court to dissolve the company.

第一百六十八条 公司有本章程第一百六十七条第（一）项情形的，可以通过修改本章程而存续。

Article 168 Where any of the circumstances as prescribed in article 167 (1) of the Articles of Association, the company may continue to exist by modifying the Articles of Association

依照前款规定修改本章程，须经出席股东大会会议的股东所持表决权的 2/3 及以上通过。

To modifying the Articles of Association according to the provisions of the preceding paragraph, the consent of the shareholders who hold 2/3 or more of the voting rights the shareholders who attend the meeting of the shareholders shall be obtained.

第一百六十九条 公司因本章程第一百六十七条第（一）项、第（二）项、第（四）项、第（五）项规定而解散的，应当在解散事由出现之日起 15 日内成立清算组，开始清算。清算组由董事或者股东大会确定的人员组成。逾期不成立清算组进行清算的，债权人可以申请人民法院指定有关人员组成清算组进行清算。

Article 169 Where the company is dissolved according to the provisions of article 167 (1), (2), (4) or (5) of the Articles of Association, a liquidation group shall be formed, within 15 days as of the occurrence of the causes of dissolution, to carry out a liquidation. The liquidation group shall comprise the directors or any other people as determined by the shareholders' meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group to carry out the liquidation.

第一百七十条 清算组在清算期间行使下列职权：

Article 170 The liquidation group may exercise the following functions during the process of liquidation:

(一) 清理公司财产，分别编制资产负债表和财产清单；

(1) liquidating the properties of the company, and producing balance sheets and asset checklists;

(二) 通知、公告债权人；

(2) informing creditors by notice or public announcement;

(三) 处理与清算有关的公司未了结的业务；

(3) disposing and liquidating the businesses of the company that have not been completed;

(四) 清缴所欠税款以及清算过程中产生的税款;

(4) clearing off the outstanding taxes and the taxes incurred in the process of liquidation;

(五) 清理债权、债务;

(5) clearing off credits and debts;

(六) 处理公司清偿债务后的剩余财产;

(6) disposing the residual properties; and

(七) 代表公司参与民事诉讼活动。

(7) participating in the civil proceedings of the company.

第一百七十一条 清算组应当自成立之日起 10 日内通知债权人，并于 60 日内在媒体上公告。债权人应当自接到通知书之日起 30 日内，未接到通知书的自公告之日起 45 日内，向清算组申报其债权。

Article 171 The liquidation group shall, within 10 days as of its formation, notify the creditors, and shall make a public announcement within 60 days on medias. Creditors shall, within 30 days as of the receipt of a notice or within 45 days as of the issuance of the public announcement in the case of failing to receiving a notice, declare credits against the liquidation group.

债权人申报债权，应当说明债权的有关事项，并提供证明材料。清算组应当对债权进行登记。

To declare credits, a creditor shall explain the relevant matters and provide relevant evidential materials. The liquidation group shall check in the credits, and register the creditor's rights.

在申报债权期间，清算组不得对债权人进行清偿。

The liquidation group may not clear off any of the debts of any creditor during the period of credit declaration.

第一百七十二条 清算组在清理公司财产、编制资产负债表和财产清单后，应当制定清算方案，并报股东大会或者人民法院确认。

Article 172 The liquidation group shall, after liquidating the properties of the company and producing balance sheets and checklists of properties, make a plan of liquidation, and report it to the shareholders' meeting or the people's court for confirmation.

公司财产在分别支付清算费用、职工的工资、社会保险费用和法定补偿金，缴纳所欠税款，清偿公司债务后的剩余财产，公司按照股东持有的股份比例分配。

The residual assets, that result from paying off the liquidation expenses, wages of employees, social insurance premiums and legal compensation premiums, the outstanding taxes and the debts of the company with the assets of the company, may be distributed according to the proportions of stocks held by the shareholders.

清算期间，公司存续，但不能开展与清算无关的经营活动。公司财产在未按前款规定清偿前，将不会分配给股东。

During the term of liquidation, the company continues to exist, but may not carry out any business operation that has nothing to do with liquidation. None of the properties of the company may be distributed to any shareholder before they are used for the clearing off as stated in the preceding paragraph.

第一百七十三条 清算组在清理公司财产、编制资产负债表和财产清单后，发现公司财产不足清偿债务的，应当依法向人民法院申请宣告破产。

Article 173 If the liquidation group finds that the properties of the company is not sufficient for clearing off the debts after liquidating the properties of the company and producing balance sheets and checklists of properties, it shall file an application to the people's court for bankruptcy.

公司经人民法院裁定宣告破产后，清算组应当将清算事务移交给人民法院。

Once the people's court makes a judge declaring the bankruptcy of the company, the liquidation group shall hand over the liquidation matters to the people's court.

第一百七十四条 公司清算结束后，清算组应当制作清算报告，报股东大会或者人民法院确认，并报送公司登记机关，申请注销公司登记，公告公司终止。

Article 174 After liquidation of the company is completed, the liquidation group shall formulate a liquidation report, which shall be submitted to the shareholders' meeting or the people's court for confirmation, and shall be submitted to the company registration authority for writing off the registration of the company. It shall also make a public announcement on its termination.

第一百七十五条 清算组成员应当忠于职守，依法履行清算义务。

Article 175 The members of the liquidation group shall devote themselves to their duties and fulfill their obligations of liquidation according to law.

清算组成员不得利用职权收受贿赂或者其他非法收入，不得侵占公司财产。

None of the members of the liquidation group may take any bribe or any other illegal proceeds by taking advantage of his position, nor may he misappropriate any of the properties of the company.

清算组成员因故意或者重大过失给公司或者债权人造成损失的，应当承担赔偿责任。

Where any of the members of the liquidation group causes any loss to the company or any creditor by intention or due to gross negligence, he/she shall make corresponding compensations.

第一百七十六条 公司被依法宣告破产的，依照有关企业破产的法律实施破产清算。

Article 176 Where the company is declared bankrupt according to law, it shall carry out a bankruptcy liquidation in accordance with the provisions concerning bankruptcy liquidation.

第十三章 修改章程

Chapter 13 Amendment of the Articles of Association

第一百七十七条 有下列情形之一的，公司应当修改章程：

Article 177 The Company shall amend the Articles of Association under any of the following situations:

(一) 《公司法》或有关法律、行政法规修改后，章程规定的事项与修改后的法律、行政法规的规定相抵触；

(1) there is a discrepancy between the provisions of the Articles of Association and those of the laws and administrative regulations after amendments to the company law or relevant laws and administrative regulations;

(二) 公司的情况发生变化，与章程记载的事项不一致；

(2) there are changes in the situation of the company resulting in inconsistency in relation to that mentioned in the Articles of Association;

(三) 股东大会决定修改章程。

(3) the shareholders' meeting resolves to amend the Articles of Association .

第一百七十八条 股东大会决议通过的章程修改事项应经主管机关审批的，须报主管机关批准；涉及公司登记事项的，依法办理变更登记。

Article 178 If the amendments to the article, resolved by the resolution at the shareholders' meeting, are subject to approval by the competent government authorities, such amendments shall be submitted to such competent authority for approval. If registration is necessary for the amendments, such registration shall be carried out in compliance with the relevant laws.

第一百七十九条 董事会依照股东大会修改章程的决议和有关主管机关的审批意见修改本章程。

Article 179 The board of directors may amend the Articles of Association in accordance with the resolution on amendments to the Articles of Association passed

at the general meeting and the approval opinions of the relevant competent authorities.

第十四章 纠纷的解决

Chapter 14 Settlement of Disputes

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、向仲裁机构申请仲裁或者向公司住所地法院提起诉讼。

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.

第十五章 附 则

Chapter 15 Supplementary Provisions

第一百八十一条 释义:

Article 181 Interpretation:

(一) 控股股东，是指其持有的股份占公司股本总额 50%及以上的股东或持有股份的比例虽然不足 50%，但依其持有的股份所享有的表决权已足以对股东大会的决议产生重大影响的股东；

(1) the "controlling shareholder" refers to a shareholder whose shares occupy 50% or more of the total shares of the company, or a shareholder whose proportion of shares is less than 50% but who enjoys a voting right according to the shares it holds is large enough to impose a significant impact upon the resolution of the shareholders' meeting;

(二) 实际控制人，是指虽不是公司的股东，但通过投资关系、协议或者其他安排，能够实际支配公司行为的人；

(2) the "actual controller" refers to anyone who is not a shareholder but is able to hold actual control of the acts of the company by means of investment relations, agreements or any other arrangements;

(三) 关联关系，是指公司控股股东、实际控制人、董事、监事、高级管理人员与其直接或者间接控制的企业之间的关系，以及可能导致公司利益转移的其他关系。

(3) the "connection relationship" refers to the relationship between the controlling shareholder, actual controller, director, supervisor, or senior manager of a company

and the enterprise directly or indirectly controlled thereby, and any other relationship that may lead to the transfer of any interests of the company.

第一百八十二条 董事会可依照章程的规定，制订章程细则。章程细则不得与章程的规定相抵触。

Article 182 The board of directors may formulate byelaws of the article according to the requirements of the Articles of Association. The byelaws shall not conflict with the Articles of Association.

第一百八十三条 本章程以中文和英文书写，两种语言的文本应具有同等法律效力。

Article 183 The Articles of Association shall be written both in the Chinese and English language. Both versions are equally authentic.

第一百八十四条 本章程所称“以上”、“以内或内”都含本数；“超过”、“少于”、“低于”、“多于”不含本数。

Article 184 All “over”, “within” and “under” in the Articles of Association include the relevant figure itself; “exceed”, “less than” does not include the relevant figure itself.

第一百八十五条 本章程由公司董事会负责解释。

Article 185 The right of interpretation shall belong to the board of directors of the company.

第一百八十六条 本章程自股东大会审议通过之日起生效。

Article 186 The Articles of Association shall come into effect from the date of approval of the shareholders' meeting.

(以下无正文)

(No text below)