

郑州煤矿机械集团股份有限公司  
**Zhengzhou Coal Mining Machinery Group  
Co., Ltd.**

章 程  
**Articles of Association**

(2023 年第二次修订，尚需提交股东大会审议批准)



2023 年 11 月 15 日  
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## 第一章 总则

### Chapter 1 General Provisions

**第一条** 为维护郑州煤矿机械集团股份有限公司（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，充分发挥公司党组织的领导核心和政治核心作用，根据《中华人民共和国公司法》（以下简称“《公司法》”）、《中华人民共和国证券法》（以下简称“《证券法》”）、《中国共产党章程》（以下简称“《党章》”）、《国务院关于股份有限公司境外募集股份及上市的特别规定》（以下简称“《特别规定》”）、《到境外上市公司章程必备条款》（以下简称“《必备条款》”）、《上市公司章程指引》（以下简称“《章程指引》”）、《关于到香港上市公司对公司章程作补充修改的意见的函》、《香港联合交易所有限公司证券上市规则》（以下简称“《香港上市规则》”）和中华人民共和国（以下简称“中国”，就本章程而言，不包括香港特别行政区、澳门特别行政区和台湾地区）其他有关规定，制定本章程。

**Article 1** To safeguard the legitimate rights and interests of Zhengzhou Coal Mining Machinery (Group) Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, and for the Party organization of the Company to play a core role in leadership and politics, the Company formulated this Articles of Association of the Company, in accordance with the *Company Law of the People’s Republic of China* ( the “*Company Law*” ), the *Securities Law of the People’s Republic of China* (“the “*Securities Law*”), the Constitution of the Communist Party of China (the “*Party Constitution*”), the *State Council’s Special Regulations on Overseas Offering and Listing of Joint Stock Limited Company* (the “*Special Regulations*”) , the *Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses* (the “*Prerequisite Clauses*”) , the *Guidelines for the Articles of Association of Listed Companies* (the “*Guidelines*”) , the *Letter of Opinion on Supplemental Amendment to Articles of Association of Companies Listing in Hong Kong*, the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* (the “*HK Listing Rules*”) and other relevant provisions of the People’s Republic of China (hereinafter referred to as “China”, excluding Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan ).

**第二条** 公司系依照《公司法》、《特别规定》和中国其他有关法律、行政法规和规范性文件成立的股份有限公司。

**Article 2** The Company is a joint-stock limited company incorporated pursuant to the “*Company Law*”, the “*Special Regulations*” and other relevant requirements under the laws, administrative rules and regulations of China.

公司经河南省国资委（豫国资企改[2008]20号）批准，以发起方式设立，于2008年12月28日在郑州市工商行政管理局注册成立，取得营业执照。公司的统一社会信用代码为：91410100170033534A。

The Company was established by way of promotion with the approval of the State-owned Assets Supervision and Administration Commission of Henan Provincial People’s Government, as evidenced by the approval document Yu Guo Zi Qi Gai [2008] No.20 of 2008. It was registered and obtained a business license from, the Zhengzhou Administration for Industry and Commerce on 28 December 2008. The unified social credit code of the Company is: 91410100170033534A.

**第三条** 公司于2010年5月28日经中国证券监督管理委员会证监许可[2010]735号文批准，首次向社会公众发行人民币普通股140,000,000股，于2010年8月3日在上海证券交易所上市。

**Article 3** Subject to the securities regulatory approval document [2010]735 of 28 May 2010 by the China Securities Regulatory Commission, the Company issued its initial 140,000,000 ordinary shares to the public. It was listed in the Shanghai Stock Exchange on 3 August 2010.

**第四条** 公司注册名称：

**Article 4** Registered name of the Company:

中文名称：郑州煤矿机械集团股份有限公司

The Chinese name of the Company is: Zhengzhou Coal Mining Machinery (Group) Co., Ltd.



英文名称: ZHENG ZHOU COAL MINING MACHINERY GROUP Co., Ltd.

The English name of the Company is: ZHENG ZHOU COAL MINING MACHINERY GROUP Co., Ltd.

**第五条** 公司住所: 河南自贸试验区郑州片区(经开)第九大街167号

**Article 5** Address of the Company: No.167, 9th Street, Zhengzhou Section (Econo-Tech Development Zone) of China (He'nan) Pilot Free Trade Zone

邮政编码: 450016

Post Code: 450016

电话号码: +86-371-67891026

Telephone Number: +86-371-67891026

传真号码: +86-371-67891000

Fax Number: +86-371-67891000

**第六条** 公司注册资本为人民币1,782,245,970元。

**Article 6** The Company's registered capital is RMB1,782,245,970.

**第七条** 公司为永久存续的股份有限公司。

**Article 7** The Company is a joint stock limited company that has perpetual existence.

**第八条** 董事长为公司的法定代表人。

**Article 8** The Chairman of the Board of Directors of the Company is the Company's legal representative.

**第九条** 公司全部资本分为等额股份, 股东以其认购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 9** All capital of the Company is divided into shares with same par value per share. The shareholders shall exercise their rights and bear their liabilities to the extent of their respective shareholdings in the Company.

**第十条** 本章程经公司股东大会决议通过, 自公司公开发行的境外上市外资股(H股)于香港联合交易所有限公司(以下简称“香港联交所”)挂牌交易之日起生效; 自本章程生效之日起, 原公司章程自动失效。

**Article 10** The Articles of Association become effective by way of resolutions at the general meeting, from the date of trading of non-public H shares (H shares) on the Stock Exchange of Hong Kong (the "HKEX"); from the date of the Article of Association becoming effective, the original Articles of Association of the Company automatically become invalid.

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, 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; 前述人员均可以依据本章程提出与公司事宜有关的权利主张。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。

From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, and are binding on the Company and its shareholders, Directors, supervisors and other senior management; all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association. In accordance with the Articles of Association, shareholders may sue other shareholders; shareholders may sue Directors, supervisors, president and other senior management of the Company; shareholders may sue the Company; the Company may sue shareholders, Directors, supervisors, president and other senior management of the Company.



前款所称起诉，包括向法院提起诉讼或者向仲裁机构申请仲裁。

The term “sue” in the preceding Article shall refer to and include commencing court proceedings and applying for arbitration proceedings.

**第十一条** 公司可以向其他有限责任公司、股份有限公司投资，并以该出资额为限对所投资公司承担责任。

**Article 11** The Company may invest in other limited liability companies or joint-stock companies. The rights and liabilities the Company are limited to its amount of investment.

除法律另有规定外，公司不得成为对所投资企业的债务承担连带责任的出资人。

However, unless stipulated by laws otherwise, the Company shall not be jointly and severally liable to such enterprise(s) for their liabilities as their investor.

**第十二条** 本章程所称其他高级管理人员是指公司的副总经理、董事会秘书、财务总监。

**Article 12** The term “senior management” in the Articles shall refer to the deputy president , the secretary to the Board of the Company and the chief finance officer.

## 第二章 经营宗旨和范围

### Chapter 2 Objectives and Scope of Business

**第十三条** 公司的经营宗旨：依靠高新技术，发挥机制优势，提高规模效益，实现科学管理，参与市场竞争，努力提高劳动生产率和良好经济效益，不断提高职工的收入水平，确保国有资产保值增值，为社会创造财富，实现公司股东利益和企业价值的最大化。

**Article 13** The business objectives of the Company are: to improve scale effect depending on new high-tech technologies and giving play to superiorities of each mechanism, strive to improve labor productivity and economic benefit through scientific management and participation in market competition, continuously improve the income level of employees, ensure value preservation and appreciation of state-owned assets, create wealth for the society, and maximize benefit of shareholders and corporate value.

**第十四条** 经依法登记，公司的经营范围为：一般项目：矿山机械制造；矿山机械销售；环境保护专用设备制造；通用设备制造（不含特种设备制造）；机械电气设备制造；机械研发；机械销售；机械零件、零部件加工；机械零件、零部件销售；模具制造；模具销售；金属材料销售；煤炭及制品销售；软件开发；软件销售；信息系统运行维护服务；技术服务、技术开发、技术咨询、技术交流、技术转让、技术推广；企业管理咨询；业务培训（不含教育培训、职业技能培训等需取得许可的培训）；货物进出口；技术进出口；进出口代理；机械设备租赁；住房租赁；非居住房地产租赁；土地使用权租赁。

**Article 14** Subject to registration in accordance with laws, the Company's scope of business includes: general items: manufacturing of mining machinery; sales of mining machinery; manufacturing of environmental protection special equipment; manufacturing of general equipment (excluding manufacturing of special equipment); manufacturing of mechanical and electrical equipment; research and development of mechanical equipment; sales of mechanical equipment; mechanical parts, processing of parts; mechanical parts, sales of parts; manufacturing of mold; sale of mold; sale of metal material; sales of coal and coal products; software development; sales of software; operation and maintenance of information system services; technical services, technology development, technical consultation, technical exchange, technology transfer, promotion of technology; enterprise management consulting; business training (excluding education training, vocational skills training, etc. that require a license); import and export of cargo; import and export of technology; import and export agency; leasing of machinery and equipment; housing leasing; non- residential real estate leasing; land use right leasing.





## 第三章 股份 Chapter 3 Shares

### 第一节 股份发行 Section 1 Issuance of Shares

**第十五条** 公司设置普通股; 根据需要, 经国务院授权的公司审批部门批准, 可以设置其他种类的股份, 但仍需受限于适用的法律、法规及规则的规定

**Article 15** The Company shall have ordinary shares; it may have other kinds of shares according to its needs, upon approval of the company examination and approval authorities authorized by the State Council, and still subject to provisions of applicable laws, regulations and rules.

**第十六条** 公司的股份采取股票的形式。

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

**第十七条** 经中国证监会核准, 公司可以向境内投资人和境外投资人发行股票。

**Article 17** Subject to the approval of the China Securities Regulatory Commission, the Company may issue shares to domestic and foreign investors.

前款所称境外投资人是指认购公司发行股份的外国和香港、澳门、台湾地区的投资人; 境内投资人是指认购公司发行股份的, 除前述地区以外的中华人民共和国境内的投资人。

For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries or from Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan that subscribe for shares issued by the Company, and the term “domestic investors” shall refer to investors within the People’s Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

**第十八条** 公司向境内投资人发行的以人民币认购的股份, 称为内资股。公司向境外投资人发行的以外币认购的股份, 称为外资股。外资股在境外上市的, 称为境外上市外资股。

**Article 18** Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as H shares.

内资股股东和境外上市外资股股东同是普通股股东, 拥有和承担相同的权利和义务。

Both the holders of the domestic shares and H shares are holders of the ordinary shares and shall have the same obligations and rights.

经中国证券监督管理机构批准, 公司内资股股东可将其持有的股份转让给境外投资人, 并在境外上市交易。所转让的股份在境外证券交易所上市交易, 还应当遵守境外证券市场的监管程序、规定和要求。所转让的股份在境外证券交易所上市交易的情形, 不需要召开类别股东会表决。

The Company’s holders of domestic-invested shares shall transfer their shares to overseas investors for overseas listing and trade upon approval of the China Securities Regulatory Commission. Listing and trade of transferred shares in overseas stock exchange(s) shall comply with the supervision procedures, provisions and requirements of overseas securities market(s). Such circumstance does not need to hold a class meeting for voting.

**第十九条** 公司股份的发行, 实行公平、公正的原则, 同种类的每一股份具有同等权利。

**Article 19** Shares of the Company shall be issued in a fair and just manner. Shares of the same class shall rank pari passu with each other.

同次发行的同种类股票, 每股的发行条件和价格相同; 任何单位或者个人所认购的股份, 每股支付相同金额。

For the same class of shares issued in the same tranche, each share shall be issued at the same price



and subject to the same conditions. For the shares subscribed by any organization or individual, the price payable for each of such shares shall be the same.

**第二十条** 公司发行的股票，以人民币标明面值。每股面值人民币 1 元。

**Article 20** All the shares issued by the Company shall have a par value dominated in Renminbi which shall be RMB 1.00 for each share.

前款所称“人民币”，指中国的法定货币。

For the purposes of the preceding paragraph, the term“Renminbi” means the lawful currency of China.

**第二十一条** 公司发行的内资股，在中国证券登记结算有限责任公司上海分公司集中存管。公司发行的境外上市外资股主要在香港中央结算有限公司属下的受托代管公司存管。

**Article 21** The Company’s domestic shares are held in custody by the Shanghai branch of China Securities Depository and Clearing Company Limited. The Company’s H shares are held in custody by the hoisting company as a subsidiary of Hong Kong Securities Clearing Company Limited.

**第二十二条** 经国务院授权的审批部门批准，公司于成立时向发起人发行普通股 56000 万股，占公司当时发行的普通股总数的百分之百，各发起人均以净资产认购。公司发起人的姓名或者名称及其认购的股份数分别为：

**Article 22** Subject to the approval of the approval authority authorized by the State Council, 560 million ordinary shares, representing 100% of the total number, were issued to the promoter of the Company at the time when the Company was established, which shall be subscribed by each promoter with their net assets. The names of promoters of the Company and number of shares subscribed are listed as follows:

序号 No.	股东名称 Name of Shareholder	单位证号或身份证号码 Registration Certificate No. or ID Card No.	股份数量 (万股) Number of Shares (10,000 shares)	占总股本 比例 (%) Shareholding Ratio (%)
1	河南省国有资产监督管理委员会 State-owned Assets Supervision and Administration Commission of Henan Province		28560	51
2	上海立言投资中心(有限合伙) Shanghai Liyan Equity Investment Center ( Limited Partnership )	15000003200804170100	8335.04	14.884
3	西安汉高科技发展有限公司 Xi'an Hangao Technology Development Co., Ltd.	610100100005216-A	2837.52	5.067
4	杭州如山创业投资有限公司 Hangzhou Rushan Venture Capital Investment Co., Ltd.	330100000001557	1773.52	3.167
5	上海鼎丰信息科技有限公司 Shanghai Dingfeng Information Technology Co., Ltd.	31029001304667	1773.52	3.167
6	北京鸿智慧通实业有限公司 Beijing Hongzhi Huitong Industry Co., Ltd.	110000005144254	1773.52	3.167
7	天津博信一期投资中心 (有限合伙) Tianjin Boxin Phase 1 Investment Center (Limited Partnership)	120191000022859	1773.52	3.167
8	深圳市中南成长投资合伙企业 (有限合伙) South China Capital Management Co., Ltd. (Limited Partnership)	440300602145763	1773.52	3.167





序号 No.	股东名称 Name of Shareholder	单位证号或身份证号码 Registration Certificate No. or ID Card No.	股份数量 (万股) Number of Shares (10,000 shares)	占总股本 比例 (%) Shareholding Ratio (%)
9	深圳市创新投资集团有限公司 Shenzhen Capital Group	440301103289709	1667.12	2.977
10	常州信辉创业投资有限公司 Changzhou Xinhui Venture Capital Co., Ltd.	3204001104780	886.48	1.583
11	郑州百瑞创新资本创业投资有限公司 Bairui Capital Group (Zhengzhou)	410100100006007	709.52	1.267
12	深圳市高特佳创富投资合伙企业 (有限合伙) Shenzhen GTJA Investment Group Co., Ltd. (Limited Partnership)	440300602136449	532	0.95
13	西安经发创新投资有限公司 Xi'an Jingfa Venture Capital Co., Ltd.	6101011210368	354.48	0.633
14	焦承尧 Jiao Cheng yao	*****	239.456	0.4276
15	邵春生 Shao Chunsheng	***** *****	239.456	0.4276
16	向家雨 Xiang Jiayu	41122196508045515	168.448	0.3008
17	张命林 Zhang Minglin	*****	168.448	0.3008
18	付祖冈 Fu Zugang	*****	168.448	0.3008
19	王新莹 Wang Xinying	*****	168.448	0.3008
20	陈建民 Chen Jia nmin	*****	168.448	0.3008
21	李重庆 Li Chongqing	*****	168.448	0.3008
22	郭昊峰 Guo Haofeng	***** *****	168.448	0.3008
23	高有进 Gao Youjin	*****	168.448	0.3008
24	鲍雪良 Bao Xueliang	*****	164.864	0.2944
25	郭德生 Guo Desheng	*****	159.6	0.285
26	丁辉 Ding Hui	*****	159.6	0.285
27	倪和平 Ni Heping	*****	159.6	0.285
28	祝炳良 Zhu Bingliang	*****	159.6	0.285
29	杨以淳 Yang Yichun	*****	159.6	0.285



序号 No.	股东名称 Name of Shareholder	单位证号或身份证号码 Registration Certificate No. or ID Card No.	股份数量 (万股) Number of Shares (10,000 shares)	占总股本 比例 (%) Shareholding Ratio (%)
30	徐宗林 Xu Zonglin	*****	141.848	0.2533
31	楚振岭 Chu Zhenling	*****	35.448	0.0633
32	董鑫 Dong Xin	*****	35.448	0.0633
33	李浩奇 Li Haoqi	*****	35.448	0.0633
34	李优生 Li Yousheng	*****	35.448	0.0633
35	王朝阳 Wang Chaoyang	*****	35.448	0.0633
36	邓高峰 Deng Gaofeng	*****	35.448	0.0633
37	刘付营 Liu Fuying	*****	35.448	0.0633
38	于德润 Yu Derun	*****	35.448	0.0633
39	周志刚 Zhou Zhigang	*****	35.448	0.0633
	合计 Total		56000	100

**第二十三条** 公司成立后，经中国证监会核准，公开发行了 14,000 万股人民币普通股，发行后公司的股份总数为 70,000 万股。

**Article 23** After establishment of the Company, with the approval of the China Securities Regulatory Commission, the Company issued 140,000,000 Renminbi denominated ordinary shares to the general public. Upon completion of the issuance, the Company's total number of shares is 700,000,000.

根据《境内证券市场转持部分国有股充实全国社会保障基金实施办法》，经河南省国有资产监督管理委员会批准，公司国有股东将所持 1400 万股人民币普通股转由全国社会保障基金理事会持有。

In accordance with the *Implementing Measures for the Transfer of Some State-owned Shares from the Domestic Securities Market to the National Social Security Fund*, the 14,000,000 Renminbi denominated ordinary shares held by state shareholders of the Company, upon approval of the State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government, shall be transferred to the National Council for Social Security Fund of the People's Republic of China.

公司经 2012 年 2 月 28 日股东大会审议，将资本公积金转增股本，向全体登记股东每 10 股转增 10 股，公司股份总数由 70,000 万股增至 140,000 万股。

公司经中国证监会证监许可[2012]1092 号文核准发行境外上市外资股（H 股），并获得香港联交所批准，公司 H 股股份于 2012 年 12 月 5 日于香港联交所挂牌上市。公司发行 221,122,000 股境外上市外资股（未行使超额配售权），公司股份总数由 140,000 万股增至 162,112.2 万股。若公司行使全部超额配售权，公司将超额配售发行 33,168,200 股境外上市外资股。公司股份总数增至 165,429.02 万股。根据《国务院关于减持国有股筹集社会保障资金管理暂行办法》等有关规定及相关机关的批复，公司国有股东将所持等额于 H 股实际发行量 10% 的 A 股股份划转到全国社会保障基金理事会境外账户。



Pursuant to the shareholders' approval at the general meeting held on February 28, 2012, the Company has, by way of capitalization of the capital reserves, issued bonus shares to all registered shareholders in the ratio of 10 domestic shares for every 10 domestic shares. The Company's total number of shares has thereby increased from 700,000,000 shares to 1,400,000,000 shares.

On December 5, 2012, with the approval of the China Securities Regulatory Commission Document No. 2012[1092], the Company issued 221,122,000 shares of overseas-listed foreign-invested shares (without exercising the over-allotment option), upon which the Company's total number of shares increased from 1,400,000,000 shares to 1,621,122,000 shares. If the over-allotment option is exercised in full, the Company will issue additional 33,168,200 shares of overseas-listed foreign-invested shares, upon which the Company's total number of shares will increase to 1,654,290,200 shares. According to the relevant regulations such as the Interim Measures of the State Council on the Management of Reducing State-owned Shares and Raising Social Security Funds (國務院關於減持國有股籌集社會保障資金管理暫行辦法) and the approvals of relevant authorities, the State-owned shareholders of the Company are to transfer to an overseas account under the National Council for Social Security Fund of the PRC such number of A Shares as shall be equivalent to 10% of the actual number of the H Shares to be issued.

**第二十四条** 在H股发行完成后(未行使超额配售权),公司的股本结构为:已发行普通股总数为162,112.2万股,其中内资股137,788.78万股,外资股24,323.42万股。

经中国证监会证监许可[2016]3190号文核准,公司发行股份购买资产并募集配套资金,非公开发行了111,349,370股A股股份。发行完成后,公司股本结构变化为:已发行普通股总数为173,247.137万股,其中内资股148,923.717万股,外资股24,323.42万股。

经公司股东大会批准,公司实施2021年限制性股票激励计划,向2021年限制性股票激励计划的激励对象授予的4,230.00万股A股股份于2021年6月11日完成发行登记。发行完成后,公司股本结构变化为:已发行普通股总数为177,477.137万股,其中内资股153,153.717万股,外资股24,323.42万股。

经公司股东大会批准,公司实施2019年股票期权激励计划。2019年股票期权激励计划的激励对象首次行权新增的472.23万股A股股份于2021年12月24日完成发行登记。发行完成后,公司股本结构变化为:已发行普通股总数为177,949.367万股,其中内资股153,625.947万股,外资股24,323.42万股。

2022年10月11日,公司回购注销限制性股票84.80万股,公司股本结构变化为:已发行普通股总数为177,864.567万股,其中内资股153,541.147万股,外资股24,323.42万股。

2023年1月5日,公司2019年股票期权激励计划第二个行权期第一次行权新增的股份360.03万股完成发行登记,公司股本结构变化为:已发行普通股总数为178,224.597万股,其中内资股153,901.177万股,外资股24,323.42万股。

**Article 24** Upon the completion of the H share issuance (without exercising the over-allotment option), the share capital structure of the Company shall be: 1,621,122,000 shares of the ordinary shares issued in total, of which 1,377,887,800 shares of domestic-invested shares and 243,234,200 shares of overseas-listed foreign-invested shares.

As approved by China Securities Regulatory Commission pursuant to the document Zheng Jian Xu Ke [2016] No. 3190, the Company purchased assets by way of share issue and conducted the fundraising, pursuant to which 111,349,370 A Shares were issued on a non-public basis. Upon the completion of the share issuance, the share capital structure of the Company shall become: 1,732,471,370 shares of the ordinary shares issued in total, of which 1,489,237,170 shares of domestic-invested shares and 243,234,200 shares of overseas-listed foreign-invested shares.

As approved by the shareholders' general meeting of the Company, the 2021 Restricted Share Incentive Scheme was implemented by the Company, and the registration of the issuance of 42,300,000 A Shares granted to the participants under the 2021 Restricted Share Incentive Scheme was completed on 11



June 2021. Upon the completion of the issuance, the share capital structure of the Company shall change to: 1,774,771,370 shares of the ordinary shares issued in total, of which 1,531,537,170 shares of domestic invested shares and 243,234,200 shares of overseas-listed foreign-invested shares.

As approved by the shareholders' general meeting of the Company, the 2019 Restricted Share Incentive Scheme was implemented by the Company, and the registration of the issuance of 4,722,300 A Shares granted to the participants under the 2019 Restricted Share Incentive Scheme was completed on 24 December 2021. Upon the completion of the issuance, the share capital structure of the Company shall change to: 1,779,493,670 shares of the ordinary shares issued in total, of which 1,536,259,470 shares of domestic invested shares and 243,234,200 shares of overseas-listed foreign-invested shares.

On 11 October 2022, the Company repurchased and cancelled 848,000 restricted shares, and the share capital structure of the Company shall change to: 1,778,645,670 shares of the ordinary shares issued in total, of which 1,535,411,470 shares of domestic invested shares and 243,234,200 shares of overseas-listed foreign-invested shares.

On 5 January 2023, the 3,600,300 shares of first newly added shares of the Company's second exercisable period of the 2019 share option incentive plan were issued and registered, and the share capital structure of the Company shall change to: 1,782,245,970 shares of the ordinary shares issued in total, of which 1,539,011,770 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.

**第二十五条** 经中国证监会批准的公司发行境外上市外资股和内资股的计划，公司董事会可以作出分别发行的实施安排。

**Article 25** Upon approval of the plan of issuing overseas-listed foreign shares and domestic shares of the Company by the China Securities Regulatory Commission, the Board of the Company may make the share issue arrangements.

公司依照前款规定分别发行境外上市外资股和内资股的计划，可以自中国证监会批准之日起 15 个月内分别实施。

The Company may implement its plan of issuing overseas-listed foreign-invested shares and domestic-invested shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the China Securities Regulatory Commission.

**第二十六条** 公司在发行计划确定的股份总数内，分别发行境外上市外资股和内资股的，应当分别一次募足；有特殊情况不能一次募足的，经中国证监会批准，也可以分次发行。

**Article 26** Where the Company issues H shares and domestic shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If the requirement of subscription in full at one time cannot be met under special circumstances, such issue may be in several tranches subject to the approval by the China Securities Regulatory Commission.

**第二十七条** 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 27** The Company and its branches (including any subsidiary of the Company) shall not provide any assistance, by way of donation, advanced payment, guarantee, compensation or loan, etc., 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/Deduction of Capital and Repurchase of Shares

**第二十八条** 公司根据经营和发展的需要，依照法律、法规的规定，经股东大会分别作出决议，可以采用下列方式增加资本：

**Article 28** The Company may, based on its operational and development needs and in accordance with



the relevant provisions of laws and regulations, approve an increase of capital in the following manners upon respective resolutions at general meetings:

- (一) 公开发行股份;  
by public issuance of shares;
- (二) 非公开发行股份;  
by non-public issuance of shares;
- (三) 向现有股东派送红股;  
by allotting bonus shares to its existing shareholders;
- (四) 以公积金转增股本;  
by capitalizing its capital reserve;
- (五) 法律、行政法规规定以及中国证监会批准的其他方式。  
by any other means which is permitted by laws, administrative regulations and authorized by the China Securities Regulatory Commission.

公司增资发行新股，按照本章程的规定批准后，根据国家有关法律、行政法规规定及上市地证券监管机构规定的程序办理。

The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws, administrative regulations of the State and the securities regulatory authority where the Company is listed.

**第二十九条** 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》和其他有关规定以及本章程规定的程序办理。

**Article 29** The Company may reduce its registered capital. The Company may reduce its registered capital in accordance with the *Company Law* and other relevant regulations and the procedures set out in the Articles of Association.

**第三十条** 公司不得收购本公司的股份。但是，有下列情形之一的除外：

**Article 30** The Company may not purchase the shares of the Company, except in any of the following circumstances:

- (一) 减少公司注册资本;  
reducing the registered capital of the Company;
- (二) 与持有本公司股份的其他公司合并;  
merging with another company that holds shares in the Company;
- (三) 将股份用于员工持股计划或者股权激励;  
using shares in employee shareholding schemes or as shareholding incentives;
- (四) 股东因对股东大会作出的公司合并、分立决议持异议，要求公司收购其股份的;  
acquiring shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;
- (五) 将股份用于转换公司发行的可转换为股票的公司债券;  
using shares to convert the corporate bonds issued by the Company that are convertible to shares;
- (六) 公司为维护公司价值及股东权益所必需;  
serving as a necessity for the Company to protect its value and shareholders' interests;
- (七) 法律、行政法规许可的其他情况。  
other circumstances as permitted by laws and administrative regulations.





**第三十一条** 在满足法律、行政法规、部门规章、证券上市交易所证券上市规则和本章程规定的前提下，公司收购本公司股份，可以选择下列方式之一进行：

**Article 31** Based on compliance with laws, administrative regulations, departmental rules, the rules governing the listing of securities on the stock exchange where the shares of the Company are listed, and the Articles and Association, the Company may conduct the repurchase in one of the following manners:

- (一) 向全体股东按照相同比例发出购回要约;  
make a pro rata general offer of repurchase to all of its shareholders;
- (二) 在证券交易所通过公开交易方式购回;  
repurchase shares through public trading on a stock exchange;
- (三) 在证券交易所以外以协议方式购回;  
repurchase through an off-market agreement;
- (四) 法律、行政法规及上市地证券监管机构许可的其他形式  
other means as permitted by the laws, administrative regulations and securities regulatory authority where the Company is listed.

公司收购本公司股份的，应当依照《证券法》的规定履行信息披露义务。公司因本章程第三十条第（三）项、第（五）项、第（六）项规定的情形收购本公司股份的，应当通过公开的集中交易方式进行。

In respect of the repurchase of its shares, the Company shall perform the information disclosure obligation as required under the Securities Law. In the event of a repurchase in any circumstance provided under Article 30 (3), (5) and (6), such repurchase shall take place in the form of open and centralized trading.

**第三十二条** 公司因本章程第三十条第（一）项、第（二）项的原因收购本公司股份的，应当经股东大会决议；公司因本章程第三十条第（三）项、第（五）项、第（六）项规定的情形收购本公司股份的，应当经三分之二以上董事出席的董事会会议决议。

**Article 32** For any share purchases by the Company due to the causes described under Article 30 (1) and (2), such purchase is subject to a resolution at the general meeting; and for any share purchases by the Company in the circumstances provided under items (3), (5) and (6) of Article 30 such purchase is subject to a resolution at the Board meeting attended by more than two thirds of Directors.

公司依照本章程第三十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；属于第（三）项、第（五）项、第（六）项情形的，公司合计持有的本公司股份数不得超过本公司已发行股份总额的百分之十，并应当在三年内转让或者注销。涉及收购公司境外上市外资股的，还应当遵守证券上市交易所证券上市规则的相关规定。

For any share purchases by the Company pursuant to Article 30 of the Articles of Association, shares purchased under item (1) shall be cancelled within ten (10) days from the date of acquisition; for the circumstances described under items (2) and (4), the shares shall be transferred or cancelled within six (6) months. For the circumstances described under items (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total number of its shares in issue, and the shares purchased by the Company shall be transferred or cancelled within three(3) years. For purchase of any overseas listed foreign shares of the Company, the Company shall also comply with relevant provisions under the rules governing the listing of securities on the stock exchange where the shares of the Company are listed.

**第三十三条** 公司在证券交易所外以协议方式购回股份时，应当事先经股东大会按本章程的规定批准。经股东大会以同一方式事先批准，公司可以解除或者改变经前述方式已订立的合同，或者放弃其合同中的任何权利。

**Article 33** Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of the shareholders at general meeting in accordance with the Articles of Association. The





Company may release or vary a contract so entered into by the Company or waive its rights thereunder with prior approval by shareholders at general meeting obtained in the same manner.

前款所称购回股份的合同，包括（但不限于）同意承担购回股份义务和取得购回股份权利的协议。

The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.

公司不得转让购回其股份的合同或者合同中规定的任何权利。

The Company shall not assign a contract for repurchasing its shares or any of its rights thereunder.

对于公司有权购回可赎回股份，如非经市场或以招标方式购回，其价格必须限定在某一最高价格；如以招标方式购回，则必须以同等条件向全体股东提出招标建议。

With regard to the redeemable shares that the Company has the right to repurchase, if they are not repurchased via market or the way of bidding, the price of these shares shall be restricted to a the highest price within a certain extent; if they are repurchased via the way of bidding, the proposal for bidding must be proposed to all shareholders on equal conditions.

**第三十四条** 公司依法购回股份后，应当在法律、行政法规规定的期限内，注销该部分股份，并向原公司登记机关申请办理注册资本变更登记。

**Article 34** After the Company repurchased its shares pursuant to the laws, it should cancel such part of the shares within the term specified by the laws and administrative rules and apply to the original registry of the Company for registration of alteration of the registered capital.

被注销股份的票面总值应当从公司的注册资本中核减。

The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled shares.

**第三十五条** 除非公司已经进入清算阶段，公司购回其发行在外的股份，应当遵守下列规定：

**Article 35** Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its outstanding shares:

(一) 公司以面值价格购回股份的，其款项应当从公司的可分配利润账面余额、为购回旧股而发行的新股所得中减除；

where the Company repurchases its shares at par value, payment shall be made out of book balance of the distributable profits of the Company or out of proceeds of a fresh issue of shares made for repurchase;

(二) 公司以高于面值价格购回股份的，相当于面值的部分从公司的可分配利润账面余额、为购回旧股而发行的新股所得中减除；高出面值的部分，按照下述办法办理：

where the Company repurchases its shares at a premium to their par value, payment representing the par value shall be made out of the book balance of distributable profits of the Company or out of the proceeds of a fresh issue of shares made for repurchase. The premium in excess of the par value shall be handled as follows:

(1) 购回的股份是以面值价格发行的，从公司的可分配利润账面余额中减除；

if the shares being repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;

(2) 购回的股份是以高于面值的价格发行的，从公司的可分配利润账面余额、为购回旧股而发行的新股所得中减除；但是从发行新股所得中减除的金额，不得超过购回的旧股发行时所得的溢价总额，也不得超过购回时公司溢价账户（或资本公积金账户）上的金额（包括发行新股的溢价金额）；

if the shares repurchased were issued at a premium to their par value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out



of the proceeds of the fresh issue shall not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased nor the amount of the Company's share premium account (or capital reserve account) (including the premiums on the fresh issue) at the time of such repurchase;

- (三) 公司为下列用途所支付的款项，应当从公司的可分配利润中支出：  
payment by the Company in consideration of the following shall be made out of the Company's distributable profits:
- (1) 取得购回其股份的购回权；  
acquisition of rights to repurchase shares of the Company;
  - (2) 变更购回其股份的合同；  
variation of any contract for repurchasing shares of the Company;
  - (3) 解除其在购回合同中的义务。  
release of any of the Company's obligations under any contract for repurchasing its shares;
- (四) 被注销股份的票面总值根据有关规定从公司的注册资本中核减后，从可分配的利润中减除的用于购回股份面值部分的金额，应当计入公司的溢价账户 (或资本公积金账户) 中。  
after the Company's registered share capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits for payment of the par value portion of the shares repurchased shall be transferred to the Company's share premium account (or its capital reserve account).

### 第三节 股份转让

#### Section 3 Transfer of Shares

**第三十六条** 除法律、行政法规、本章程和公司股票上市地证券监管机构的相关规定另有规定外，公司的股份可以自由转让，并不附带任何留置权。

**Article 36** Unless otherwise provided by laws, administrative regulations, the Articles of Association and securities regulatory authority where the shares of the Company are issued, shares of the Company are freely transferable and are not subject to any lien.

**第三十七条** 所有股本已缴清的在香港联交所上市的境外上市外资股，皆可依据本章程自由转让，亦不附带任何留置权。但是，除非符合下列条件，否则董事会可拒绝承认任何转让文件，并无需申述任何理由：

**Article 37** All H shares listed in HKEX which have been fully paid up, may be freely transferred in accordance with the Company's Articles of Association and are not subject to any lien; provided, however, unless such transfer complies with the following requirements, the Board of Directors may refuse to recognize any instrument of transfer and will not need to provide any reason therefore:

- (一) 与任何股份所有权有关的或会影响股份所有权的转让文件及其他文件，均须登记，并须就登记向本公司支付费用，惟费用不得超过香港联交所不时规定的最高费用；  
transfer documents and other documents, which bear relation with ownership of any share or shall affect such ownership, shall be registered, and the expense for registration shall be paid to the company, which shall not exceed the highest expense set by the HKEX from time to time;
- (二) 转让文件只涉及在香港联交所上市的境外上市外资股；  
the instrument of transfer involves only the H shares listed in HKEX;
- (三) 转让文件已付应缴香港法律要求的印花税；  
the stamp duty payable by the laws of Hong Kong on the instrument of transfer has been paid;
- (四) 应当提供有关的股票，以及董事会所合理要求的证明转让人有权转让股份的证据；  
the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;



- (五) 如股份拟转让予联名持有人，则联名登记的股东人数不得超过四名；  
if the shares are to be transferred to joint holders, the number of such joint shareholders shall not exceed four (4);
- (六) 有关股份没有附带任何本公司的留置权。  
the Company does not have any lien over the relevant shares.

所有在香港上市的 H shares 的转让皆应采用一般或普通格式或任何其他为董事会接受的格式的书面转让文据 (包括香港联交所不时规定的标准转让格式或过户表格); 可以只用人手签署转让文据, 或 (如出让方或受让方为公司) 盖上公司的印章。如出让方或受让方为依照香港法律不时生效的有关条例所定义的认可结算所 (简称“认可结算所”) 或其代理人, 转让表格可用人手签署或机印形式签署。

All H shares listed in Hong Kong shall be transferred by an instrument in writing in any usual or common form or any other form which the Board may approve (including the prescribed form or transfer form of HKEX from time to time) The instrument of transfer may be executed either by hand or (if the transferor or the transferee is a company) affixed with the Company's seal.

如果公司拒绝登记股份转让, 公司应在转让申请正式提出之日起 2 个月内给转让人和承让人一份拒绝登记该股份转让的通知。

If the Company refuses to register the transfer of shares, it shall provide a notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date of the formal application of such transfer is submitted.

所有转让文据应备置于公司法定地址或董事会不时指定的地址。

All transfer instruments shall be placed at the legal address of the Company or any address specified by the Board from time to time.

**第三十八条** 公司不接受本公司的股票作为质押权的标的。

**Article 38** The Company shall not accept any shares of the Company as the subject of pledge.

**第三十九条** 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。公司公开发行股份前已发行的股份, 自公司股票在证券交易所上市交易之日起 1 年内不得转让。

**Article 39** Shares of the Company held by the promoters shall not be transferred within one (1) year from the date of the establishment of the Company. The shares of the Company prior to the Company's public issuance shall not be transferred within 1 year from the date the shares of the Company being listed and traded on the stock exchange(s).

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 Directors, supervisors and senior management of the Company shall report to the Company their shareholdings held by them and changes therein and shall not transfer more than 25% per year of the total number of shares of the Company held by them during their tenure. The shares of the Company held by them shall not be transferred within one (1) year from the date the shares of the Company being listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the shares of the Company held by them within six (6) months commencing from the termination of their service.

**第四十条** 公司持有 5% 以上股份的股东、董事、监事、高级管理人员, 将其持有的本公司股票或者其他具有股权性质的证券在买入后 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, 本公司董事会将收回其所得收益。但是, 证券公司因购入包销售后剩余股票而持有 5% 以上股份的, 以及有中国证监会规定的其他情形的除外。

**Article 40** Any gains from sale of shares or other equity securities of the Company by any shareholders holding 5% or more of the shares of the Company, Directors, supervisors, or senior management within six (6) months after their purchase of the same, and any gains from purchase of shares or other equity securities of the Company by any of the aforesaid parties within six (6) months after sale of the same



shall be disgorged and paid to the Company, and the Board of the Company shall forfeit such gains from the abovementioned parties, except where a securities company holds 5% or more shares by taking up the remaining shares not subscribed pursuant to an underwriting arrangement, and other circumstance specified by the China Securities Regulatory Commission. .

前款所称董事、监事、高级管理人员、自然人股东持有的股票或者其他具有股权性质的证券，包括其配偶、父母、子女持有的及利用他人账户持有的股票或者其他具有股权性质的证券。

The shares or other equity securities held by Directors, supervisors, senior management or natural person shareholders referred to in the preceding paragraph include shares or other equity securities held by their spouses, parents or children and those held by them in the accounts of others.

公司董事会不按照本条第一款规定执行的，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。

Where the Board of the Company fails to observe paragraph 1 of this Article, the shareholders shall be entitled to request the Board to enforce the same within thirty (30) days. If the Board of the Company fails to do so within the aforesaid time limit, the shareholders are entitled to directly initiate court proceedings at the People's Court in their own name for the interests of the Company.

公司董事会不按照本条第一款的规定执行的，负有责任的董事依法承担连带责任。

Where the Board of the Company fails to comply with the requirements set out in the first paragraph of this Article, the responsible Director(s) shall assume joint and several liabilities under the law.

## 第四章 购买公司股份的财务资助

### Chapter 4 Financial Assistance for Acquisition of the Company's Shares

**第四十一条** 公司或者其子公司在任何时候均不应当以任何方式，对购买或者拟购买公司股份的人提供任何财务资助。前述购买公司股份的人，包括因购买公司股份而直接或者间接承担义务的人。

**Article 41** The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company.

公司或者其子公司在任何时候均不应当以任何方式，为减少或者解除前述义务人的义务向其提供财务资助。The Company and its subsidiaries shall not, by any means and at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by that person.

本条规定不适用于本章程第四十三条所述的情形。

The provisions in this Article shall not apply to the circumstances stated in the Article 43.

**第四十二条** 本章程所称财务资助，包括 (但不限于) 下列方式：

**Article 42** The term "financial assistance" referred to in this Chapter includes (but not limited to) the following means:

(一) 馈赠;  
gift;

(二) 担保 (包括由保证人承担责任或者提供财产以保证义务人履行义务)、补偿 (但是不包括因公司本身的过错所引起的补偿)、解除或者放弃权利;

guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation incurred owing to the Company's own default) or release or waiver of any rights;





- (三) 提供贷款或者订立由公司先于他方履行义务的合同，以及该贷款、合同当事方的变更和该贷款、合同中权利的转让等；  
provision of loan or any other agreement under which the obligations of the Company are to be fulfilled prior to the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or agreement;
- (四) 公司在无力偿还债务、没有净资产或者将会导致净资产大幅度减少的情形下，以任何其他方式提供的财务资助。  
any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.

本章所称承担义务，包括义务人因订立合同或者作出安排（不论该合同或者安排是否可以强制执行，也不论是由其个人或者与任何其他人共同承担），或者以任何其他方式改变了其财务状况而承担的义务。  
The expression “assuming an obligation” referred to in this Chapter includes the assumption of obligations by the changing of the obligor’s financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.

**第四十三条** 下列行为不视为第四十一条禁止的行为：

**Article 43** The following activities shall not be deemed to be activities as prohibited in Article 41:

- (一) 公司提供的有关财务资助是诚实地为了公司利益，并且该项财务资助的主要目的不是为购买本公司股份，或者该项财务资助是公司某项总计划中附带的一部分；  
the financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an ancillary part of a master plan of the Company;
- (二) 公司依法以其财产作为股利进行分配；  
the lawful distribution of the Company’s assets by way of dividend;
- (三) 以股份的形式分配股利；  
the allotment of shares as dividends;
- (四) 依据公司章程减少注册资本、购回股份、调整股权结构等；  
a reduction of registered capital, repurchase of shares or reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;
- (五) 公司在其经营范围内，为其正常的业务活动提供贷款（但是不应当导致公司的净资产减少，或者即使构成了减少，但该项财务资助是从公司的可分配利润中支出的）；  
the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are reduced, the financial assistance is provided out of the distributable profits of the Company);
- (六) 公司为职工持股计划提供款项（但是不应当导致公司的净资产减少，或者即使构成了减少，但该项财务资助是从公司的可分配利润中支出的）。  
the provision of money by the Company for contributions to staff and workers’ share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are reduced, the financial assistance is provided out of the distributable profits of the Company).



## 第五章 股票和股东名册

### Chapter 5 Share Certificates and Register of Shareholders

**第四十四条** 公司股票采用记名式。

**Article 44** The Company's share certificates shall be in registered form.

公司股票应当载明的事项，除《公司法》规定的外，还应当包括公司股票上市的证券交易所要求载明的其他事项。

The share certificates of the Company shall, in addition to those provided in the *Company Law*, contain other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.

**第四十五条** 股票由董事长签署。公司股票上市的证券交易所要求公司其他高级管理人员签署的，还应当由其他有关高级管理人员签署。股票经加盖公司印章或以印刷形式加盖印章后生效。在股票上加盖公司印章或公司证券印章，应当有董事会的授权。公司董事长或者其他有关高级管理人员在股票上的签字也可以采取印刷形式。

**Article 45** The share certificates shall be signed by the chairman of the Board. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management of the Company, the share certificates shall also be signed by the other senior management. The share certificates shall take effect after being affixed with the seal of the Company or after being affixed with the seal of the Company in printed form. The share certificates shall only be affixed with the Company's seal or the security seal of the Company under the authorization of the Board. The signatures of the chairman of the Board of the Company or other relevant senior management on the share certificates may also be in printed form.

**第四十六条** 公司股票在无纸化发行和交易的条件下，适用公司股票上市地证券监管机构的另行规定。

**Article 46** Under the circumstance of paperless issuance and trade, the shares of the Company are applicable for The provisions otherwise provided by the securities regulatory authority where the shares of the Company are listed, shall be applicable to the circumstance of paperless issuance and trade.

**第四十七条** 公司依据境内证券登记机构提供的凭证建立内资股股东名册。公司应当设立境外上市外资股股东名册，登记以下事项：

**Article 47** The Company shall establish the register of shareholders of domestic-invested shares with the information provided by the securities registration organ in China. The Company shall keep a register of shareholders of H shares and shall contain the following particulars:

- (一) 各股东的姓名 (名称)、地址 (住所)、职业或性质;  
the name, address (domicile), occupation or nature of each shareholder;
- (二) 各股东所持股份的类别及其数量;  
the class and number of shares held by each shareholder;
- (三) 各股东所持股份已付或者应付的款项;  
the amount paid-up or payable in respect of shares held by each shareholder;
- (四) 各股东所持股份的编号;  
the serial numbers of the shares held by each shareholder;
- (五) 各股东登记为股东的日期;  
the date on which a person registers as a shareholder;
- (六) 各股东终止为股东的日期。  
the date on which a person ceases to be a shareholder;





股东名册为证明股东持有公司股份的充分证据；但是有相反证据的除外。

The register of shareholders shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.

所有境外上市外资股的行为或转让将登记于根据本章程的规定存放于上市地的境外上市外资股股东名册。  
The issue or transfer of the Company's H shares will be registered in the register of holders of H shares, where the shares are listed, as provided under this Articles of Association hereof.

**第四十八条** 公司可以依据中国证券监督管理机构与境外证券监管机构达成的谅解、协议，将境外上市外资股股东名册存放在境外，并委托境外代理机构管理。有关香港联交所挂牌上市的境外上市外资股股东的股东名册正本应当存放在香港。

**Article 48** The Company may, in accordance with mutual understanding and agreements made between the securities regulatory authority of China and overseas securities regulatory authority, maintain the register of shareholders of H shares overseas and appoint overseas agent(s) for management. The original register of shareholders for holders of H Shares shall be maintained in Hong Kong. The original register of holders of H shares listed in HKEX shall be maintained in Hong Kong.

公司应当将境外上市外资股股东名册的副本备置于公司住所；受委托的境外代理机构应当随时保证境外上市外资股股东名册正、副本的一致性。

The Company shall maintain a duplicate of the register of holders of H shares at the Company's domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of H shares at all times.

境外上市外资股股东名册正、副本的记载不一致时，以正本为准。

If there is any inconsistency between the original and the duplicate of the register of holders of H shares, the original version shall prevail.

**第四十九条** 公司应当保存有完整的股东名册。

**Article 49** The Company shall keep a complete register of shareholders.

股东名册包括下列部分：

The register of shareholders shall include the following:

- (一) 存放在公司住所的、除本款 (二)、(三) 项规定以外的股东名册；  
the register of members maintained at the Company's domicile other than those parts as described in items (ii) and (iii) of this Article;
- (二) 存放在境外上市的证券交易所所在地的公司境外上市外资股股东名册；  
the register of members in respect of the holders of H shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located;
- (三) 董事会为公司股票上市的需要而决定存放在其他地方的股东名册。  
the register of members maintained at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.

**第五十条** 股东名册的各部分应当互不重叠。在股东名册某一部分注册的股份的转让，在该股份注册存续期间不得注册到股东名册的其他部分。

**Article 50** Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of members.

股东名册各部分的更改或者更正，应当根据股东名册各部分存放地的法律进行。

Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of members is maintained.



**第五十一条** 法律、行政法规、部门规章、规范性文件及公司股票上市地相关证券交易所或监管机构对股东大会召开前或者公司决定分配股利的基准日前，暂停办理股份过户登记手续期间有规定的，从其规定。

**Article 51** Where laws, administrative regulations, departmental rules, normative documents and requirements of relevant stock exchanges or regulatory authorities where the shares of the Company are listed, stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

**第五十二条** 任何人对股东名册持有异议而要求将其姓名（名称）登记在股东名册上，或者要求将其姓名（名称）从股东名册中删除的，均可以向有管辖权的法院申请更正股东名册。

**Article 52** Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a competent court for rectification of the register.

**第五十三条** 任何登记在股东名册上的股东或者任何要求将其姓名（名称）登记在股东名册上的人，如果其股票（即“原股票”）遗失，可以向公司申请就该股份（即“有关股份”）补发新股票。

**Article 53** Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may (if his share certificate (the “original certificate”) is lost) apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).

内资股股东遗失股票，申请补发的，依照《公司法》相关规定处理。

If a holder of the domestic-invested shares loses his share certificate and applies for replacement, it shall be dealt with in accordance with relevant provisions of the *Company Law*.

境外上市外资股股东遗失股票，申请补发的，可以依照境外上市外资股股东名册正本存放地的法律、境外证券交易场所规则或者其他有关规定处理。

If a holder of H shares loses his share certificate and applies for replacement, it may be dealt with in accordance with the relevant laws, the rules of the overseas stock exchange and other relevant regulations of the place where the original register of holders of H shares is maintained.

境外上市外资股股东遗失股票申请补发的，其股票的补发应当符合下列要求：

The issue of replacement share certificates to holders of H shares listed who have lost their share certificates and applied for replacement shall comply with the following requirements:

(一) 申请人应当用公司指定的标准格式提出申请并附上公证书或者法定声明文件。公证书或者法定声明文件的内容应当包括申请人申请的理由、股票遗失的情形及证据，以及无其他任何人可就有关股份要求登记为股东的声明。

The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.

(二) 公司决定补发新股票之前，没有收到申请人以外的任何人对该股份要求登记为股东的声明。

No statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to issue the replacement share certificate.

(三) 公司决定向申请人补发新股票，应当在董事会指定的报刊上刊登准备补发新股票的公告；公告期间为九十日，每三十日至少重复刊登一次。

The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers designated by the Board. The announcement shall be made at least once every thirty (30) days in a period of ninety (90) days.



(四) 公司在刊登准备补发新股票的公告之前，应当向其挂牌上市的证券交易所提交一份拟刊登的公告副本，收到该证券交易所的回复，确认已在该证券交易所内展示该公告后，即可刊登。公告在该证券交易所内展示的期间为九十日。

The Company shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days.

如果补发股票的申请未得到有关股份的登记在册股东的同意，公司应当将拟刊登的公告的复印件邮寄给该股东。

In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.

(五) 本条 (三)、(四) 项所规定的公告、展示的九十日期限届满，如公司未收到任何人对补发股票的异议，即可以根据申请人的申请补发新股票。

If, upon expiration of the 90-day period referred to in items (iii) and (iv) of this Article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant according to his application.

(六) 公司根据本条规定补发新股票时，应当立即注销原股票，并将此注销和补发事项登记在股东名册上。Where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of members accordingly.

(七) 公司为注销原股票和补发新股票的全部费用，均由申请人负担。在申请人未提供合理的担保之前，公司有权拒绝采取任何行动。

All expenses relating to the cancellation of an original certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.

**第五十四条** 公司根据公司章程的规定补发新股票后，获得前述新股票的善意购买者或者其后登记为该股份的所有者的股东 (如属善意购买者)，其姓名 (名称) 均不得从股东名册中删除。

**Article 54** Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he is a bona fide purchaser) shall not be removed from the register of shareholders.

**第五十五条** 公司对于任何由于注销原股票或者补发新股票而受到损害的人均无赔偿义务，除非该当事人能证明公司有欺诈行为。

**Article 55** The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company had acted fraudulently.



## 第六章 股东和股东大会 Chapter 6 Shareholders and Shareholders' General Meeting

### 第一节 股 东 Section 1 Shareholders

**第五十六条** 公司股东为依法持有公司股份并且其姓名（名称）登记在股东名册上的人。

**Article 56** A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.

股东按其所持有股份的种类享有权利，承担义务；持有同一种类股份的股东，享有同等权利，承担同种义务。

A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.

如两个以上的人登记为任何股份的联名股东，他们应被视为有关股份的共同共有人，但必须受以下条款限制：

If two or more people are registered as any of the joint holders of the share certificates, they shall be deemed as the joint owners of relevant share certificates, but shall be restricted by the following items:

(一) 公司不应将超过四名人士登记为任何股份的联名股东；

The Company shall register no more than four people as the joint holder of any share;

(二) 任何股份的所有联名股东应对支付有关股份所应付的所有金额承担连带责任；

The joint holders of any shares shall jointly assume the liability to pay for all amounts payable for the relevant shares.

(三) 如联名股东之一死亡，则只有联名股东中的其他尚存人士应被公司视为对有关股份拥有所有权的人，但董事会有权为修改股东名册之目的而要求提供其认为恰当的死亡证明文件；

if one of the joint shareholders is deceased, only the other surviving joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the Board has the power to require them to provide a certificate of death of the relevant shareholder as necessary for the purpose of modifying the relevant register of shareholders.

就任何股份的联名股东而言，只有在股东名册上排名首位的联名股东有权从公司收取有关股份的股票，收取公司的通知，出席公司股东大会或行使有关股份的全部表决权，而任何送达前述人士的通知应被视为已送达有关股份的所有联名股东。

. In respect of any of the joint holders of the shares certificates, only the joint shareholder ranking first in the register of shareholders have the right to accept certificates of the relevant shares from the Company, receive notices of the Company, attend and vote at shareholders' general meetings of the Company. Any notice which is delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.

**第五十七条** 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确定股权登记日，股权登记日收市后登记在册的股东为享有相关权益的股东。

**Article 57** When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings, the Board or the convener of the shareholders' general meeting shall decide on the date for the determination of rights attaching to shares in the Company. Shareholders whose names appear in the register of shareholders at the end of the record date are considered shareholders of the Company who are entitled to relevant rights.



**第五十八条** 公司普通股股东享有下列权利:

**Article 58** The ordinary 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;  
the right to dividends and other forms of distribution in proportion 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;  
the right to propose, convene and preside over, to attend or appoint a proxy to attend shareholders' general meetings and to exercise the corresponding voting right in accordance with laws;
- (三) 对公司的业务经营活动进行监督, 提出建议或者质询;  
the right to supervise the business activities of the Company and to put forward proposals and raise inquiries;
- (四) 依照法律、行政法规、规范性文件、上市地证券监管机构的相关规定及本章程的规定转让、赠与或质押其所持有的股份;  
the right to transfer, donate, or pledge shares held by them in accordance with the laws, administrative regulations, regulatory documents, provisions of securities regulatory authority where the Company is listed and provisions of the Articles of Association;
- (五) 依照本章程的规定获得有关信息, 包括:  
the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:
  - (1) 在缴付成本费用后得到公司章程;  
to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;
  - (2) 在缴付了合理费用后有权查阅和复印:  
to inspect and copy, subject to payment of a reasonable charge:
    - (i) 所有各部分股东的名册;  
all parts of the register of shareholders;
    - (ii) 公司董事、监事、总经理和其他高级管理人员的个人资料, 包括: (a) 现在及以前的姓名、别名; (b) 主要地址 (住所); (c) 国籍; (d) 专职及其他全部兼职的职业、职务; 和(e) 身份证明文件及其号码;  
personal particulars of each of the Company's Directors, supervisors, general manager and other senior management including: (a) present name and alias and any former name and alias; (b) principal address (domicile); (c) nationality; (d) primary and all other part-time occupations; and (e) identification document and its number;
    - (iii) 公司股本状况;  
report on the state of the Company's share capital;
    - (iv) 自上一会计年度以来公司购回自己每一类别股份的票面总值、数量、最高价和最低价, 以及公司为此支付的全部费用的报告;  
reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate costs paid by the Company for this purpose;
    - (v) 公司债券存根;  
counterfoils of company debt securities;
    - (vi) 财务会计报告; 及  
financial reports; and





(vii) 股东大会会议记录、董事会会议决议、监事会会议决议;  
minutes of shareholders' general meetings, resolutions of Boarding meetings,  
resolutions of Board of Supervisors meetings;

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

(七) 对股东大会作出的公司合并、分立决议持异议的股东, 要求公司收购其股份;  
with respect to shareholders who vote against any resolution adopted at the shareholders' general  
meeting on the merger or division of the Company, the right to demand the Company to acquire the  
shares held by them;

(八) 法律、行政法规、部门规章或本章程规定的其他权利。  
other rights conferred by laws, administrative regulations, departmental rules or the Articles of  
Association.

**第五十九条** 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 59** Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding provision shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request.

不得只因任何直接或间接拥有权益的人士并无向公司披露其权益而行使任何权力以冻结或以其他方式损害其所持任何股份附有的权利。

The Company may not exercise any power to freeze or infringe in any other way the rights carried by any share held by any person who enjoys interests directly or indirectly merely for the reason that he has not disclosed his interests to the Company.

**第六十条** 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 60** If a resolution passed at the Company's general meeting or Board meeting violates the laws or administrative regulations, the shareholders shall have the right to initiate proceeding to the People's Court to render the same invalid.

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, 股东有权自决议作出之日起 60 日内, 请求人民法院撤销。

If the procedures for convening, or the method of voting at, a shareholders' general meeting or Board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to initiate proceeding to the People's Court to rescind such resolutions within sixty (60) days from the date on which such resolution is adopted.

**第六十一条** 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 日以上单独或合并持有公司 1% 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; 监事会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 61** Where the Company incurs losses as a result of Directors' and senior management's violation of the laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the Board of Supervisors to initiate proceedings in the People's Court. Where the Company incurs losses as a result of the Board of Supervisors's violation of any provision of laws, administrative regulations or the Articles





of Association in the course of performing its duties with the Company, the shareholders shall be entitled to make a request in writing to the Board to initiate proceedings 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。

In the event that the Board of Supervisors or the Board refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court directly in their own names in the interest of the Company.

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。

Shareholders described in the first item of this Article may also initiate proceedings in accordance with the preceding two paragraphs in the event that the Company incurs losses as a result of the lawful interests of the Company being infringed upon by any third parties.

**第六十二条** 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 62** Shareholders may initiate proceedings in the People's Court in the event that a Director or a senior management has violated the laws, administrative regulations or the Articles of Association, thereby infringing the interests of shareholders.

**第六十三条** 公司普通股股东承担下列义务：

**Article 63** The ordinary shareholders of the Company shall assume the following obligations:

- (一) 遵守法律、行政法规和本章程;  
To abide by 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;  
To pay subscription monies according to the number of shares subscribed and the method of subscription.
- (三) 除法律、法规规定的情形外，不得退股;  
Not to surrender the shares unless required by the laws 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；  
Not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company.

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。

Shareholders of the Company who abuse their shareholders' rights and thereby causing loss on the Company or other shareholders shall be liable for indemnity according to the law.

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 shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.



(五) 法律、行政法规及本章程规定应当承担的其他义务。

other obligations imposed by laws, administrative regulations and the Articles of Association.

股东除了股份的认购人在认购时所同意的条件外，不承担其后追加任何股本的责任。

Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

**第六十四条** 持有公司 5%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，向公司作出书面报告。

**Article 64** Where a shareholder holding 5% or more voting shares of the Company pledges any shares in his possession, he shall report the same to the Company in writing on the day on which he pledges his shares.

**第六十五条** 公司的控股股东、实际控制人员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。公司的控股股东应与公司实行人员、资产、财务分开，实现机构、业务、人员独立，各自独立核算、独立承担责任和风险。

**Article 65** The controlling shareholder and the de facto controller of the Company shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated the provision and caused damage to the Company, they shall be liable for such damages. The controlling shareholders of the Company shall be separated with staff, assets and finance of the Company, for the purpose of independence in organization, business and personnel, independent accounting, independent bearing of liability and risks.

公司的控股股东应采取有效措施避免同业竞争。

The controlling shareholder of the Company shall take effective measures to avoid horizontal competition.

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 and the de facto controller of the Company shall have fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the law. The controlling shareholder shall not do harm to the lawful interests of the Company and its public shareholders through profit distribution, asset restructuring, foreign investment, appropriation of capital, offering loan guarantees and shall not make use of its controlling status against the interests of the Company and public shareholders.

董事、监事和高级管理人员应维护公司资金的安全，公司董事、高级管理人员协助、纵容控股股东及其附属企业侵占公司资产时，公司董事会视情节轻重对直接责任人给予处分和对负有严重责任的董事予以罢免的程序。

The Directors, supervisors and senior management shall maintain the safety of the funds of the Company. If the Directors and senior management of the Company help or indulge the controlling shareholders and their affiliated companies in appropriating the assets of the Company, the Board of Directors of the Company shall punish the directly responsible individuals according to the seriousness of the case and dismiss the Directors with serious responsibility.

公司董事会建立对控股股东所持公司股份“占用即冻结”机制，即发现控股股东侵占公司资产立即申请司法冻结，凡不能以现金清偿的，通过变现股权偿还侵占资产。公司董事、监事和高级管理人员负有维护公司资金安全的法定义务，公司财务负责人为“占用即冻结”机制的具体责任人。公司财务负责人一旦发现公司控股股东或者实际控制人及其附属企业侵占公司资产，应立即启动以下程序：

The Board of Directors of the Company shall establish the mechanism of “freezing immediately after appropriation” for the shares held by the controlling shareholders, that means it shall apply for judicial freezing immediately after finding the controlling shareholders appropriating the assets of the Company,



and the appropriated assets shall be repaid by selling out the stock equities in failing to be paid off in cash. The Directors, supervisors and senior management of the Company have the legal obligation to maintain the safety of the funds of the Company. The chief financial officer of the Company shall be the concrete person in charge of the mechanism of "freezing immediately after appropriation". Once finding the controlling shareholders or actual controllers of the Company and their affiliated companies appropriating the assets of the Company, the chief financial officer of the Company shall start the following processes immediately:

- (一) 公司财务负责人在发现控股股东侵占公司资产的当天，应以书面形式报告公司董事长，同时抄送董事会秘书；若发现同时存在公司董事、高级管理人员协助、纵容控股股东及其附属企业侵占公司资产情况的，财务负责人在书面报告中还应当写明所涉及的董事或高级管理人员姓名、协助或纵容控股股东及其附属企业侵占公司资产的情节；

The Chief Financial Officer of the Company shall report to the Chairman of the Board of Directors of the Company in writing and meanwhile send a carbon copy to the Secretary of the Board of Directors on the same day when finding the controlling shareholders appropriating the assets of the Company. If some Directors or senior management of the Company help or indulge the controlling shareholders and their affiliated companies in appropriating the assets of the Company, the Chief Financial Officer of the Company shall also specify the names of relevant Directors or senior management and the circumstances of helping or indulging the controlling shareholders and their affiliated companies in appropriating the assets of the Company in the written report;

- (二) 董事长在收到财务负责人的报告后，应立即召集、召开董事会会议，审议要求控股股东清偿的期限、向相关司法部门申请办理控股股东股份冻结等相关事宜；若存在公司董事、高级管理人员协助、纵容控股股东及其附属企业侵占公司资产的情形，公司董事会应视其情节轻重对直接责任人给予处分和对负有严重责任的董事提请股东大会予以罢免。

The Chairman of the Board of Directors of the Company shall call and convene the meeting of the Board of Directors immediately after receiving the report from the Chief Financial Officer, to review the time limit for the controlling shareholders to repay and apply to the relevant judicial departments for handling the relevant matters such as freezing the shares of the controlling shareholders. If some Directors or senior management of the Company help or indulge the controlling shareholders and their affiliated companies in appropriating the assets of the Company, the Board of Directors of the Company shall punish the directly responsible individuals according to the seriousness of the case and submit the dismissal of the Directors with serious responsibility to the General Meeting of Stockholders;

- (三) 董事会秘书根据董事会决议向控股股东发送限期清偿通知，执行对相关董事或高级管理人员的处分决定、向相关司法部门申请办理控股股东股份冻结等相关事宜，并做好相关信息披露工作。

The Secretary to the Board of Directors shall send the notice of repaying within a definite time to the controlling shareholders according to the resolution by the Board of Directors, implement the decisions of punishing relevant Directors or senior management, apply to the relevant judicial departments for handling the relevant matters such as freezing the shares of the controlling shareholders, and disclose relevant information properly;

- (四) 若控股股东无法在规定期限内清偿，公司应在规定期限到期后 30 日内向相关司法部门申请将冻结股份变现以偿还侵占资产，董事会秘书做好相关信息披露工作。

If the controlling shareholders are unable to repay within the time limit, the Company shall apply to the relevant judicial departments for selling out the frozen shares within 30 days after the time limit, to pay back the appropriated assets, and the Secretary of the Board of Directors shall disclose relevant information properly.

除法律、行政法规或者公司股份上市的证券交易所的上市规则所要求的义务外，控股股东在行使其股东的权力时，不得因行使其表决权在下列问题上作出有损于全体或者部分股东的利益的决定：

In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:

- (一) 免除董事、监事应当真诚地以公司最大利益为出发点行事的责任;  
to relieve a Director or supervisor of his duty to act honestly in the best interests of the Company;
- (二) 批准董事、监事 (为自己或者他人利益) 以任何形式剥夺公司财产, 包括 (但不限于) 任何对公司有利的机会;  
to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of other person(s)), in any manner, of the Company's assets, including (without limitation) opportunities beneficial to the Company;
- (三) 批准董事、监事 (为自己或者他人利益) 剥夺其他股东的个人权益, 包括 (但不限于) 任何分配权、表决权, 但不包括根据公司章程提交股东大会通过的公司改组。  
to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of other person(s)) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for a restructuring of the Company submitted to the general meeting of shareholders for approval in accordance with the Articles of Association.

**第六十六条** 本节所称控股股东是具备以下条件之一的人:

**Article 66** The term "controlling shareholder" referred to in the Articles of Association means a person who satisfies any one of the following conditions:

- (一) 该人单独或者与他人一致行动时, 可以选出半数以上的董事;  
a person who, acting alone or in concert with others, has the power to elect more than half of the Board members;
- (二) 该人单独或者与他人一致行动时, 可以行使公司百分之三十以上 (含百分之三十) 的表决权或者可以控制公司的百分之三十以上 (含百分之三十) 表决权的行使;  
a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company;
- (三) 该人单独或者与他人一致行动时, 持有公司发行在外百分之三十以上 (含百分之三十) 的股份;  
a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company;
- (四) 该人单独或者与他人一致行动时, 以其他方式在事实上控制公司。  
a person who, acting alone or in concert with others, has de facto control of the Company in any other way.

## 第二节 股东大会的一般规定

### Section 2 General Provisions for the Shareholders' General Meeting

**第六十七条** 股东大会是公司的权力机构, 依法行使下列职权:

**Article 67** The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:

- (一) 决定公司的经营方针和投资计划;  
to decide on the operating policies and investment plans of the Company;
- (二) 选举和更换非由职工代表担任的董事及监事, 决定有关董事、监事的报酬事项;  
to elect and replace the Directors and supervisors that are not representatives of the staff, and decide on matters relating to the remuneration of Directors and supervisors;





- (三) 审议批准董事会的报告;  
to examine and approve reports of the Board;
- (四) 审议批准监事会的报告;  
to examine and approve reports of the Board of Supervisors;
- (五) 审议批准公司的年度财务预算方案、决算方案;  
to examine and approve the Company's proposed annual preliminary financial budgets and final accounts;
- (六) 审议批准公司的利润分配方案和弥补亏损方案;  
to examine and approve the Company's profit distribution plans and plans for making up losses;
- (七) 对公司增加或者减少注册资本作出决议;  
to decide on increases or reductions in the Company's registered capital;
- (八) 对公司发行债券作出决议;  
to decide on the issue of bonds by the Company;
- (九) 对公司合并、分立、解散、清算或者变更公司形式作出决议;  
to decide on matters such as merger, division, dissolution and liquidation of the Company or alteration of corporate form;
- (十) 修改本章程;  
to amend the Articles of Association;
- (十一) 对公司聘用、解聘或者不再续聘会计师事务所作出决议;  
to adopt resolutions on the Company's appointments, dismissals or non-reappointments of accounting firms;
- (十二) 审议批准第六十八条规定的担保事项;  
to examine and approve the provision of guarantees under the Article 68;
- (十三) 审议公司在一年内购买、出售重大资产、资产抵押、委托理财超过公司最近一期经审计总资产 30% 的事项;  
to examine matters relating to the purchases, disposals of the Company's material assets, asset pledges and entrusted financial management within one year, which exceed 30% of the Company's latest audited total assets;
- (十四) 审议批准变更募集资金用途事项;  
to examine and approve matters relating to changes in the use of funds raised;
- (十五) 审议股权激励计划和员工持股计划;  
to examine the Company's share incentive schemes and employee shareholding schemes;
- (十六) 审议需股东大会决定的关联交易;  
to examine connection transactions which shall be decided at the general meeting;
- (十七) 审议代表公司发行在外有表决权股份总数的百分之三以上 (含百分之三) 的股东提案;  
to examine the proposals submitted by shareholders holding not less than 3% (inclusive) of the Company's voting shares;
- (十八) 审议法律、行政法规、规范性文件、本章程规定的或公司上市地证券监管机构规定的应当由股东大会决定的其他事项。  
to examine other matters required by laws, administrative regulations, regulatory documents, the Articles of Association or the security regulatory authority where the Company is listed, to be resolved by general meeting of shareholders.





**第六十八条** 公司下列对外担保行为，须经股东大会审议通过。

**Article 68** Any guarantees of the Company shall be subject to approval by the general meeting of shareholders.

- (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；  
any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;
- (二) 公司的对外担保总额，达到或超过最近一期经审计总资产的 30%以后提供的任何担保；  
any guarantee provided after the total amount of guarantee to third parties provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;
- (三) 公司在一年内担保金额超过公司最近一期经审计总资产 30%的担保；  
any guarantee provided after the total amount of guarantee provide by the Company within one year has exceeded 30% of the Company's latest audited total assets;
- (四) 为资产负债率超过 70%的担保对象提供的担保；  
a guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;
- (五) 单笔担保额超过最近一期经审计净资产 10%的担保；  
a single guarantee amount in excess of 10% of the Company's latest audited net assets;
- (六) 按照担保金额连续十二个月内累计计算原则，超过公司最近一期经审计净资产的 50%，且绝对金额超过人民币 5000 万元的担保；  
a guarantee exceeding 10% of the Company's latest audited net assets, with an absolute amount exceeding RMB 50 million in accordance with the principle of accumulative calculation of guarantee amount for 12 consecutive months;
- (七) 对股东、实际控制人及其关联方提供的担保；  
the guarantee to be provided in favor of shareholders, de facto controllers and their related parties.
- (八) 上海证券交易所、香港联交所或相关法规规定的其他情形。  
such other circumstances as provided for by the Shanghai Stock Exchange, the HKEX or relevant laws and regulations.

**第六十九条** 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 69** General meetings of shareholders include annual general meetings of shareholders and extraordinary general meetings of shareholders. The annual general meeting of shareholders shall be held once every year within six months after the end of the previous accounting year.

**第七十条** 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 70** The Company shall hold an extraordinary general meeting of shareholders within two(2)months upon the occurrence of one of the following circumstances:

- (一) 董事人数不足 8 名时；  
the number of Directors is less than eight (8);
- (二) 公司未弥补的亏损达实收股本总额 1/3 时；  
the uncovered losses are in excess of one-third of the Company's total share capital;
- (三) 单独或者合计持有公司 10% (不含投票代理权) 以上股份的股东请求时；  
shareholders individually or jointly holding not less than 10% (exclusive proxy) of the Company's issued shares request to hold an extraordinary general meeting;



- (四) 董事会认为必要时;  
the Board considers it necessary to hold such a meeting;
- (五) 监事会提议召开时;  
the Board of Supervisors proposes to hold such a meeting;
- (六) 法律、行政法规、部门规章或本章程规定的其他情形。  
such other circumstances as provided for by laws and regulations, departmental rules or the Articles of Association.

**第七十一条** 公司召开股东大会的地点为公司会议室或通知的其他地址。

**Article 71** The Company shall hold the general meeting at the conference room of the Company or such revenue as specified in the notice.

股东大会将设置会场，以现场会议形式召开。公司还将提供网络投票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。

The general meeting shall have a venue and be held on-site. The Company may provide the internet voting platform, for the purpose of providing convenience to shareholders attending the shareholders' general meeting. A shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.

发出股东大会通知后，无正当理由，股东大会现场会议召开地点不得变更。确需变更的，召集人应当在现场会议召开日前至少 2 个工作日公告并说明原因。

Once the notice of a general meeting is issued, the venue of an on-site general meeting shall not be altered without proper reasons. In the event of alternation, the convener shall make an announcement to state the reasons at least 2 working days prior to the convening date of the onsite meeting.

**第七十二条** 本公司召开股东大会时将聘请律师对以下问题出具法律意见并公告：

**Article 72** The Company shall, in connection with the convening of a shareholders' general meeting, engage lawyers to issue legal opinions in respect of the following matters and make relevant announcements accordingly:

- (一) 会议的召集、召开程序是否符合法律、行政法规、本章程  
whether the procedures relating to the convening and the holding of such meeting comply with the laws, administrative regulations and the Articles of Association;
- (二) 出席会议人员的资格、召集人资格是否合法有效;  
the legality and validity of the qualifications of the attendees and the convener of the meeting;
- (三) 会议的表决程序、表决结果是否合法有效;  
the legality and validity of the voting procedures and voting results;
- (四) 应本公司要求对其他有关问题出具的法律意见。  
legal opinions issued on other related matters as requested by the Company.

公司董事会也可同时聘请公证人员出席股东大会。

The Board of the Company shall also engage notaries to be present in the general meeting.

### 第三节 股东大会的召集 Section 3 Convening of Shareholders' General Meeting

**第七十三条** 独立董事有权向董事会提议召开临时股东大会。对独立董事要求召开临时股东大会的提议，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 73** Independent Directors have the right to propose the Board to convene extraordinary general meetings and such proposal shall be made by way of written request(s). The Board shall reply in writing



regarding the acceptance or refusal to convene an extraordinary general meeting within ten (10) days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association.

董事会同意召开临时股东大会的，将在作出董事会决议后的 5 日内发出召开股东大会的通知；董事会不同意召开临时股东大会的，将说明理由并公告。

If the Board agrees to convene extraordinary general meeting, notice convening the meeting shall be issued within five (5) days after the Board resolved to do so. If the Board does not agree to convene the extraordinary general meeting requested by Independent Director, reasons shall be explained and announced.

**第七十四条** 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，在收到提案后 10 日内提出同意或不同意召开临时股东大会的书面反馈意见。

**Article 74** The Board of Supervisors has the right to propose the Board to convene extraordinary general meetings and such proposal shall be made by way of written request(s). The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten (10) days upon receiving the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association.

董事会同意召开临时股东大会的，将在作出董事会决议后的 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。

If the Board of Directors agrees to convene the extraordinary general meeting, notice convening the extraordinary general meeting shall be issued within five (5) days upon receiving the request. Should there be alterations to the original requests in the notice, consent has to be obtained from the Board of Supervisors.

董事会不同意召开临时股东大会，或者在收到提案后 10 日内未作出反馈的，视为董事会不能履行或者不履行召集股东大会会议职责，监事会可以自行召集和主持。

If the Board of Directors does not agree to convene the extraordinary general meeting requested by the Board of Supervisors or does not reply within ten (10) days upon receiving the request, the Board will be considered as unable or refused to fulfill the obligation to convene general meetings and the Board of Supervisors may convene and preside over the meeting on its own.

**第七十五条** 单独或者合计持有公司 10%以上股份的股东有权向董事会请求召开临时股东大会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规和本章程的规定，在收到请求后 10 日内提出同意或不同意召开临时股东大会的书面反馈意见。

**Article 75** Shareholders individually or jointly holding not less than 10% (inclusive) of the Company's issued shares have to right to propose the Board to convene an extraordinary general meeting by way of written request(s). The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten (10) days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association.

董事会同意召开临时股东大会的，应当在作出董事会决议后的 5 日内发出召开股东大会的通知，通知中对原请求的变更，应当征得相关股东的同意。

If the Board agrees to convene extraordinary general meeting, notice convening the meeting shall be issued within five (5) days after the Board resolved to do so. If the Board makes alterations to the original proposal in the notice, consent has to be obtained from the related shareholders.

董事会不同意召开临时股东大会，或者在收到请求后 10 日内未作出反馈的，单独或者合计持有公司 10%以上股份的股东有权向监事会提议召开临时股东大会，并应当以书面形式向监事会提出请求。

If the Board of Directors does not agree to convene the extraordinary general meeting or does not reply within ten (10) days upon receiving the request, shareholders individually or jointly holding not less than



10% (inclusive) of the Company's issued shares have to right to propose the Board of Supervisors to convene an extraordinary general meeting by way of written request(s).

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，通知中对原请求的变更，应当征得相关股东的同意。

If the Board of Supervisors agrees to convene the extraordinary general meeting, notice convening the extraordinary general meeting shall be issued within five (5) days upon receiving the request. Should there be alterations to the original requests in the notice, consent has to be obtained from the related shareholders.

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，连续 90 日以上单独或者合计持有公司 10%以上股份的股东可以自行召集和主持。

If the Board of Supervisors does not issue notice of the general meeting within the required period, it will be considered as not going to convene and preside over the general meeting, and shareholders individually or jointly holding over 10% of the shares of the Company for ninety (90) consecutive days have the right to convene and preside over the meeting on their own.

股东因董事会和监事会未应前述要求举行会议而自行召集并举行会议的，其所发生的合理费用，应当由公司承担，并从公司欠付失职董事的款项中扣除。

The requisitionists shall be compensated by the Company for any reasonable expenses incurred by the requisitionists by reason of failure by the Board of Directors and the Board of Supervisors to duly convene a meeting, and any sum so compensated shall be set-off against sums owed by the Company to the defaulting Directors.

**第七十六条** 股东要求召集类别股东会议，应当按照下列程序办理：

**Article 76** When shareholders request the convening of class meeting(s), of an extraordinary general meeting or any class meeting, the following procedures shall be followed:

(一) 合计持有在拟举行的会议上有表决权的股份百分之十以上（含百分之十）的两个或者两个以上的股东，可以签署一份或者数份同样格式内容的书面要求，提请董事会召集类别股东会议，并阐明会议的议题。董事会收到前书面要求后应当尽快召集类别股东会议。前述持股数按股东提出书面要求日计算。

Two or more shareholders together holding more than 10% (inclusive) or more of the shares carrying the right to vote at such proposed meeting can request the Board to convene a class meeting by signing one or several copies of written request(s) in the same form and content requesting the Board to convene class meeting, and stating the motions and resolutions proposed. The Board shall proceed as soon as possible to convene a class meeting after receipt of such requisitions. The number of shareholders referred to above shall be calculated as of the date of the requisitions.

(二) 如果董事会在收到前述书面要求后三十日内没有发出召集会议的通告，提出该要求的股东可以在董事会收到该要求后四个月内自行召集会议，召集的程序应当尽可能与董事会召集股东会议的程序相同。

If the Board fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisitions, the requisitionists may themselves convene such a meeting in a manner as similar as possible to the manner in which shareholders' meetings are convened by the Board within four (4) months from the date of the receipt of the requisitions by the Board.

股东因董事会未应前述要求举行会议而自行召集并举行会议的，其所发生的合理费用，应当由公司承担，并从公司欠付失职董事的款项中扣除。

The requisitionists shall be compensated by the Company for any reasonable expenses incurred by the requisitionists by reason of failure by the Board to duly convene a meeting, and any sum so compensated shall be set-off against sums owed by the Company to the defaulting Directors.





**第七十七条** 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，同时向公司股票上市地证券交易所备案。

**Article 77** If the Board of Supervisors or shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the Board in writing and file the notice of meeting with the stock exchanges at the place where the Company is listed for records.

在股东大会决议公告前，召集股东持股比例不得低于 10%。

The shareholder(s) entitled to convening the shareholders' general meeting must hold no less than ten percent (10%) of shares in the Company immediately before the resolution of such meeting is announced.

监事会或召集股东（视具体情况而定）应在发出股东大会通知及股东大会决议公告时，向公司股票上市地证券交易所提交有关证明材料。

The Board of Supervisors or the shareholders convening the shareholders' general meeting (depending on the specific circumstances) shall at the time when a notice of the shareholders' general meeting is sent and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the stock exchanges at the place where the Company is listed.

**第七十八条** 对于监事会或股东自行召集的股东大会，董事会和董事会秘书将予配合。董事会应当提供股权登记日的股东名册。

**Article 78** With regard to the shareholders' general meeting convened by the Board of Supervisors or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall provide assistance. The Board of Directors shall provide the register of members as at of the record date for the general meeting.

**第七十九条** 监事会或股东自行召集的股东大会，会议所必需的费用由公司承担。

**Article 79** The Company shall bear costs and expenses necessary for the shareholders' general meetings, which are convened by the Board of Supervisors or shareholders on their own initiative.

#### 第四节 股东大会的提案与通知

### Section 4 Proposal and Notice at Shareholders' General Meeting

**第八十条** 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 80** The contents of the motion shall fall within the terms of reference of the general meeting and have specified subjects and specific resolutions, in further compliance with the laws, administrative regulations and provisions of the Company's Articles of Association.

**第八十一条** 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%以上股份的股东，有权向公司提出提案。

**Article 81** When the Company convenes the shareholders' general meeting, the Board of Directors, the Board of Supervisors or shareholders, individually or in aggregate, holding 3% of the total voting shares of the Company shall have the right to propose motions.

单独或者合并持有公司 3%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，说明临时提案的内容，并将该临时提案提交股东大会审议；惟上述条款的操作须同时符合法律法规和香港上市规则下对相关事宜提出的规定和时间要求。

Shareholders individually or jointly holding not less than 3% of the Company's shares may submit an extempore proposal to the convener in writing ten (10) days prior to date of the meeting. The convener shall dispatch a supplementary notice of the general meeting and announce the contents of such extempore proposal within two (2) days upon receipt of the proposal, which shall be submitted to the shareholders' general meeting for consideration and approval; only operation of the above-mentioned



Article shall comply with the provisions and time requirement upon relevant matters under laws, regulations and the *HK Listing Rules* .

除前款规定的情形外，召集人在发出股东大会通知后，不得修改股东大会通知中已列明的提案或增加新的提案。

Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the general meeting.

股东大会通知中未列明或不符合本章程第八十条规定的提案，股东大会不得进行表决并作出决议。

The general meeting shall not vote and adopt a resolution on any proposal that is not listed in the notice of the shareholders' general meeting or that is inconsistent with Article 80 of the Articles of Association.

**第八十二条** 公司召开年度股东大会应当于会议召开二十个营业日前发出通知，公司召开临时股东大会应当于会议召开十个营业日或十五日（以较长者为准）前发出通知，将会议拟审议的事项以及开会的日期和地点告知所有在册股东。

**Article 82** Notice of an annual general meeting by the Company shall be dispatched twenty (20) business days prior to the date of the meeting and notice of an extraordinary general meeting by the Company shall be dispatched ten (10) business days or fifteen (15) days (whichever is longer) prior to the date of the meeting to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.

公司在计算起始期限时，不应当包括会议召开当日。本章程中的营业日是指香港联交所开市进行证券买卖的日子。

When the Company calculates the period of the meeting, the date of the meeting shall not be included. A business day in the Articles of Association shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.

**第八十三条** 股东大会不得决定通告未载明的事项。

**Article 83** No shareholders' general meeting shall decide on the matters not stated in the notice for the meeting.

**第八十四条** 股东大会的通知应当符合下列要求：

**Article 84** A of the general meeting shall meet the following requirements:

- (一) 以书面形式做出；  
be in writing;
- (二) 指定会议的时间、地点和会议期限；  
specify the date, place and period of the meeting;
- (三) 说明提交会议审议的事项和提案；  
state the matters and proposals to be discussed at the meeting;
- (四) 向股东提供为使股东对将讨论的事项作出明智决定所需要的资料及解释；此原则包括（但不限于）在公司提出合并、购回股份、股本重组或者其他改组时，应当提供拟议中的交易的具体条件和合同（如有），并对其起因和后果作出认真的解释；  
provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;



- (五) 如任何董事、监事、总经理和其他高级管理人员与将讨论的事项有重要利害关系，应当披露其利害关系的性质和程度；如果将讨论的事项对该董事、监事、总经理和其他高级管理人员作为股东的影响有别于对其他同类别股东的影响，则应当说明其区别；  
contain a disclosure of the nature and extent, if any, of the material interests of any Director, supervisor, general manager and other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;
- (六) 载有任何拟在会议上提议通过的特别决议的全文；  
contain the full text of any special resolution to be proposed at the meeting;
- (七) 以明显的文字说明：有权出席和表决的股东有权书面委任一位或者一位以上的股东代理人代为出席和表决，而该股东代理人不必为股东；  
contain a conspicuous statement: that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that a proxy does not need not be a shareholder of the Company;
- (八) 载明会议投票代理委托书的送达时间和地点；  
specify the time and place for lodging proxy forms for the relevant meeting;
- (九) 载明有权出席股东大会股东的股权登记日；  
the date of registration of equity entitlements for shareholders having the right to attend the general meeting;
- (十) 载明会务常设联系人姓名，电话号码；  
the names and contact telephone numbers of the contact persons in connection with the meeting;
- (十一) 载明网络或其他方式的表决时间及表决程序。  
specify the time and procedures for internet voting or other voting method.

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。拟讨论的事项需要独立董事发表意见的，发布股东大会通知或补充通知时将同时披露独立董事的意见及理由。

All details of all proposals shall be disclosed in the Notice of General Meeting of Stockholders and the Supplementary Notice fully and completely. If the independent Directors are required to express opinions on the matters to be discussed, their opinions and reasons shall be disclosed while the Notice of General Meeting of Stockholders and the Supplementary Notice are issued.

股东大会网络或其他方式投票的开始时间，不得早于现场股东大会召开前一日下午 3:00，并不得迟于现场股东大会召开当日上午 9:30，其结束时间不得早于现场股东大会结束当日下午 3:00。

The starting time of internet voting or otherwise of the General Meeting of Stockholders should not be earlier than 3:00pm on the day before the convening date of the on-site General Meeting of Stockholders as well as not be later than 9:30am on the same day of convening the on-site General Meeting of Stockholders, and its ending time should not be earlier than 3:00pm on the same day of ending the on-site General Meeting of Stockholders.

股权登记日与会议日期之间的间隔应当不多于 7 个工作日。股权登记日一旦确认，不得变更。

The interval between the date of equity registration and the date of meeting shall not be more than seven (7) workdays. Once being confirmed, the date of equity registration could not be changed.

**第八十五条** 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 85** Where the elections of Directors and supervisors are to be discussed, a notice of the general meeting of shareholders shall fully disclose the particulars of the candidates for Directors and supervisors and shall at least include the following contents:



- (一) 教育背景、工作经历、兼职等个人情况;  
personal particulars such as educational background, working experience and part-time job;
- (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;  
whether or not the candidate has any connected relationship with the Company or its controlling shareholders and de facto controllers;
- (三) 披露持有本公司股份数量;  
disclose the number of shares of the Company held by the candidate;
- (四) 是否受过中国证监会及其他有关部门的处罚和证券交易所惩戒。  
whether or not the candidate has been subject to penalties by the China Securities Regulatory Commission and other relevant authorities as well as sanctions by any stock exchange;

除采取累积投票制选举董事、监事外，每位董事、监事候选人应当以单项提案提出。

Save for the elections of Directors and supervisors held by adopting cumulative voting system, each candidate for a Director or supervisor shall be proposed by way of single proposal.

**第八十六条** 除本公司章程另有规定外，股东大会通知应当向境外上市外资股股东（不论在股东大会上是否有表决权）以专人送出或者以邮资已付的邮件送出，收件人地址以股东名册登记的地址为准。对内资股股东，股东大会通知也可以用公告方式进行。

**Article 86** Unless otherwise provided by the Company's Articles of Association, the notice of shareholders' general meetings shall be served on holders of H shares (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of domestic-invested shares, notice of the meeting may also be issued by way of public announcement.

前款所称公告，应当在国务院证券主管机构指定的一家或者多家报刊上刊登，一经公告，视为所有内资股股东已收到有关股东会议的通知。

The term "public announcement" referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by securities regulatory authority under the State Council. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

在符合法律、行政法规、规范性文件及公司股票上市地证券监管机构的相关规定并履行有关规定程序的前提下，对 H shares 股东，公司也可以通过在公司网站及香港联交所指定的网站上发布的方式或者以香港上市规则以及本章程允许的其他方式发出股东大会通知，以代替向 H shares 股东以专人送出或者以邮资已付邮件的方式送出。

On the condition of complying with laws, administrative regulations, regulatory documents and relevant provisions by the security regulatory authority where the shares of the Company are listed and following procedures stipulated in relevant provisions, the Company shall also issue the notice for the general meeting to the holders of H shares via the website of the Company, the website designated by the HKEX, or any other method as permitted in the *KH Listing Rules* and the Articles of Association, for the purpose of replacing the method of sending by hand or prepaid post.

**第八十七条** 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，会议及会议作出的决议并不因此无效。

**Article 87** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

**第八十八条** 发出股东大会通知后，无正当理由，股东大会不应延期或取消，股东大会通知中列明的提案不应取消。一旦出现延期或取消的情形，召集人应当在原定召开日前至少 2 个工作日公告并说明原因。

**Article 88** Subsequent to the dispatch of a notice of the general meeting, the general meeting shall not



be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the convener shall make an announcement and give reasons thereof at least two (2) working days prior to the original date of the meeting.

## 第五节 股东大会的召开 Section 5 Holding of Shareholders' General Meetings

**第八十九条** 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 89** The Board of Directors and other conveners shall take all necessary measures to ensure that the shareholders' general meeting is conducted in an orderly manner and shall take steps to prevent any activities interfering the shareholders' general meeting or infringing the legal interests of shareholders and report such activities to the relevant authority.

**第九十条** 股权登记日登记在册的所有股东（包括其代理人），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 90** All the shareholders (including their proxies) registered on the date of registration shall have the right to attend the shareholders' general meeting and to vote thereat in accordance with relevant laws, regulations and provisions of the Company's 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和表决。

Shareholder may either attend the shareholders' general meeting in person or appoint proxy to attend and vote at such meeting on his behalf.

**第九十一条** 股东应当以书面形式委托代理人，委托书由委托人签署或者由其以书面形式委托的代理人签署；委托人为法人的，应当加盖法人印章或者由其董事或者正式委任的代理人签署。

**Article 91** If shareholder shall appoint his proxy in writing, such instrument appointing the proxy shall be signed by the appointing shareholder or a person who is authorized in writing, or if the appointing shareholder is a legal entity, either affixed with legal person seal or signed by a Director, an executive officer or a duly authorized person.

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、股票账户卡；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。

Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents or stock account card for identification. Proxies attending the meeting shall present their personal identity cards and the authorization letters from the shareholder.

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。

Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the authorization letter legally issued by the corporate shareholder.

**第九十二条** 任何有权出席股东会议并有权表决的股东，有权书面委任一人或者数人（该人可以不是股东）作为其股东代理人，代为出席和表决。该股东代理人依照该股东的委托，可以行使下列权利：

**Article 92** Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorizations from that shareholder:





- (一) 该股东在股东大会上的发言权;  
the shareholder's right to speak at the meeting;
- (二) 自行或者与他人共同要求以投票方式表决;  
the right to demand or join in demand for a poll;
- (三) 除非根据适用的证券上市规则或其他证券法律法规另有规定外, 以举手或者投票方式行使表决权, 但是委任的股东代理人超过一人时, 该等股东代理人只能以投票方式行使表决权。  
unless otherwise prescribed by applicable listing rules or other securities laws and regulations, the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll.

如该股东为认可结算所 (或其代理人), 该股东可以授权其认为合适的一个或以上人士在任何股东大会或者任何类别股东会议上担任其代表; 但是, 如果一名以上的人士获得授权, 则授权书应载明每名该等人士经此授权所涉及的股份数目和种类。经此授权的人士可以代表认可结算所 (或其代理人) 行使权利, 如同该人士是公司的个人股东。

If a shareholder is a recognized clearing house (or its proxy), it may, as it sees fit, appoint one (1) or more persons as its proxies to attend and vote at any shareholders' general meeting or class meeting. However, if more than one (1) person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. Such proxy may exercise the rights of such shareholder (or its proxy) on its behalf in the same manner as the individual shareholder of the Company.

**第九十三条** 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 93** The authorization letter issued by shareholders to authorize other persons to attend the general meeting shall clearly state the followings:

- (一) 代理人的姓名;  
the name of the proxies;
- (二) 是否具有表决权;  
whether the proxies have 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;  
instructions to vote for, against or abstain from voting on each of the items in the agenda of the meeting;
- (四) 委托书签发日期和有效期限;  
the signing date and the effective period of the authorization letter;
- (五) 委托人或者由其以书面形式委托的代理人签名(或盖章)。委托人为法人股东的, 应加盖法人单位印章或者由其董事或者正式委任的代理人签署。  
signature (or seal) of the appointing shareholders or the proxies appointed in writing. If the appointing shareholder is a legal entity, such instrument appointing the proxy shall be affixed with legal person seal or signed by a Director, an executive officer or a duly authorized person.

**第九十四条** 任何由公司董事会发给股东用于任命股东代理人的委托书的格式, 应当让股东自由选择指示股东代理人投赞成票或者反对票, 并就会议每项议题所要作出表决的事项分别作出指示。委托书应当说明如果股东不作指示, 股东代理人可以按自己的意思表决。

**Article 94** Any form issued to a shareholder by the Board of Directors for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote in favor of or against each resolution dealing with the businesses to be transacted at the meeting. Such letter of authorization shall contain a statement that in absence of instructions by the shareholders, his proxy may vote as he thinks fit.





**第九十五条** 表决代理委托书至少应当在该委托书委托表决的有关会议召开前二十四小时，或者在指定表决时间前二十四小时，备置于公司住所或者召集会议的通知中指定的其他地方。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 95** Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of 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。where the appointer is a legal person, its legal representative or such person as is authorized by resolution of its Board of Directors or other governing body may attend general meetings of the shareholders of the Company as a representative of the appointer.

**第九十六条** 表决前委托人已经去世、丧失行为能力、撤回委任、撤回签署委任的授权或者有关股份已被转让的，只要公司在有关会议开始前没有收到该等事项的书面通知，由股东代理人依委托书所作出的表决仍然有效。

**Article 96** A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the death or loss of capacity of the appointer or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of any such matters prior to the commencement of the relevant meeting.

**第九十七条** 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 97** The Company shall be responsible for compiling the attendee register which shall include, among others, the name of attendee (or name of relevant unit), ID number, domicile, the number of shares with voting rights that he holds or represents, and name of the person (or name of relevant unit) who attends the meeting by proxy.

**第九十八条** 召集人和公司聘请的律师将依据证券登记结算机构及境外代理机构提供的股东名册共同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。在会议主席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 98** The convener and lawyers engaged by the Company shall verify the legitimate qualification of shareholders in accordance with the register of members provided by the securities registration and settlement company and the foreign agency, and shall register the names of shareholders and the number of voting shares each of them holds. The registration shall end before the chairperson of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares they hold.

**第九十九条** 股东大会召开时，本公司全体董事、监事和董事会秘书应当出席会议，总经理和其他高级管理人员应当列席会议。

**Article 99** All Directors, supervisors and the secretary to the Board shall be present at the general meeting, and the general manager and other senior managers shall be in attendance at the meeting.

**第一百条** 股东大会会议由董事会召集的，由董事长召集并担任会议主席。董事长因故不能出席会议的，由副董事长召集并担任会议主席；董事长和副董事长均无法出席会议的，董事长可以指定一名公司董事代其召集并担任会议主席；未指定会议主席的，出席会议的股东可以选举一人担任主席；如果因任何理由，股东无法选举主席，应当由出席会议的持有最多表决权股份的股东（包括股东代理人）担任会议主席。

**Article 100** The Board of Directors shall convene and the Chairman of the Board of Directors shall chair



the shareholders' general meetings. If the Chairman is unable to attend the meeting for any reason, the vice-chairman of the Board of Directors (if appointed by the Company) shall chair the meeting. If the vice-chairman of the board of Directors is not appointed by the Company or is unable or fails to perform his duties, the shareholders' general meeting shall be presided over by a Director nominated by more than half of the Directors.

监事会自行召集的股东大会，由监事会主席担任会议主席。监事会主席不能履行职务或不履行职务时，由半数以上监事共同推举的一名监事担任会议主席。

The shareholders' general meeting convened by the Board of Supervisors on its own initiative shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, the shareholders' general meeting shall be presided over by a supervisor nominated by more than half of the supervisors.

股东自行召集的股东大会，由召集人推举代表担任会议主席。

The shareholders' general meeting convened by shareholders on their own initiative shall be presided over by the representative nominated by the convener.

召开股东大会时，会议主席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席，继续开会。

If the chairperson of the shareholders' general meeting breaches the procedural rules, which makes it unable to proceed the shareholders' general meeting, subject to consents of more than half of shareholders with voting rights attending the shareholders' general meeting, the shareholders' general meeting may nominate a person to act as the chairperson of the meeting and such meeting may continue.

**第一零百一条** 公司制定股东大会议事规则，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。股东大会议事规则应作为章程的附件，由董事会拟定，股东大会批准。

**Article 101** The Company shall formulate the procedural rules of the shareholders' general meeting which shall set out in detail the procedures of convention and voting in respect of the shareholders' general meeting (including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, the resolution making process, meeting minutes and signing, announcements and other matters) and the principles of authorization granted to the Board of Directors at the shareholders' general meeting. The scope of authorization shall be specified in details. The procedural rules of the shareholders' general meeting shall be prepared by the Board of Directors, approved at the shareholders' general meeting and attached to the Company's Articles of Association as an appendix.

**第一零二条** 在年度股东大会上，董事会、监事会应当就其过去 1 年的工作向股东大会作出报告。每名独立董事也应作出述职报告。

**Article 102** During the annual general meeting of share holders, the Board and the Board of Supervisors shall respectively give a report on their work in the previous year to the general meeting, and each Independent Director shall also make his duty report correspondingly.

**第一零三条** 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作出解释和说明。

**Article 103** The Directors, supervisors and senior management shall make response to and give explanation of the inquiries an suggestions made by shareholders at a shareholders' general meeting.

**第一零四条** 会议主席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 104** Prior to voting, the chairman of the general meeting shall announce the number of shareholders and proxies present and the total number of shares with voting rights held by them. The



number of shareholders and proxies present and the total number of shares with voting rights held by them shall be that as stated in the registration of the meeting.

**第一百零五条** 股东大会应有会议记录，由董事会秘书负责。会议记录记载以下内容：

**Article 105** Minutes of shareholders' general meetings shall be recorded by the secretary to the Board. The minutes shall contain the following items:

- (一) 会议时间、地点、议程和召集人姓名或名称；  
the date, place and agenda of the meeting, and the name of the convener;
- (二) 会议主席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；  
the name of the chairman of the meeting, and the names of Directors, supervisors, the general manager and other senior managers of the Company present or in attendance at the meeting;
- (三) 出席会议的股东（包括其代理人）人数、所持有表决权的股份总数及占公司股份总数的比例；  
the number of shareholders and their proxies attending the meeting, the total number of voting shares they represent and the percentage of the total number of shares of the Company they represent;
- (四) 对每一提案的审议经过、发言要点和表决结果；  
the discussions in respect of each proposal, highlights of the speeches made at the meeting and the results of voting;
- (五) 股东的质询意见或建议以及相应的答复或说明；  
details of the queries or recommendations of the shareholders, and the corresponding answers or explanations;
- (六) 律师及计票人、监票人姓名；  
the name of lawyers, counting officers and scrutinizers;
- (七) 本章程规定应当载入会议记录的其他内容。  
such other matters which shall be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association.

**第一百零六条** 召集人应当保证会议记录内容真实、准确和完整。出席会议的董事、监事、董事会秘书、召集人或其代表、会议主席应当在会议记录上签名。会议记录应当与现场出席股东的签名册及代理出席的委托书、网络及其他方式表决情况的有效资料一并保存，保存期限不少于10年。

**Article 106** The convener shall ensure the truthfulness, accuracy and completeness of the meeting minutes. Directors, supervisors, secretary to the Board, the convener or his representative and the chairman of the meeting who attend the meeting shall sign on the meeting minutes. The minutes shall be kept together with the signature book of shareholders attending the meeting, the authorization letter of proxies as well as all valid materials of internet voting or otherwise at the domicile of the Company for no less than ten (10) years.

**第一百零七条** 召集人应当保证股东大会连续举行，直至形成最终决议。因不可抗力等特殊原因导致股东大会中止或不能作出决议的，应采取必要措施尽快恢复召开股东大会或直接终止本次股东大会，并及时公告。同时，召集人应向公司所在地中国证监会派出机构及公司股票上市地证券交易所报告。

**Article 107** The convener shall ensure that the general meeting is held continuously until final resolutions are reached. In the event that the general meeting is adjourned or resolutions failed to be reached due to force majeure or other special reasons, measures shall be adopted to resume the meeting as soon as possible or the meeting shall be concluded immediately, and an announcement shall be promptly made accordingly. The convener shall also report the same to the local authority of the securities regulatory department under the State Council of the place where the Company is domiciled and the stock exchange where the Company's shares are listed.

## 第六节 股东大会的表决和决议 Section 6 Voting and Resolutions at Shareholders' General Meeting

**第一百零八条** 股东大会决议分为普通决议和特别决议。

**Article 108** Resolutions of shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

股东大会作出普通决议，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 以上通过。

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

股东大会作出特别决议，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 以上通过。

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

**第一百零九条** 下列事项由股东大会以普通决议通过：

**Article 109** The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:

- (一) 董事会和监事会的工作报告；  
work reports of the Board of Directors and the Board of Supervisors;
- (二) 董事会拟定的利润分配方案和弥补亏损方案；  
profit distribution plans and loss recovery plans formulated 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；  
appointment and dismissal of members of the Board of Directors and members of the Board of Supervisors, their remuneration and manner of payment;
- (四) 公司年度预算报告、决算报告、资产负债表、利润表及其它财务报表；  
preliminary and final annual budgets, balance sheets, profit accounts, and other financial statements of the Company;
- (五) 公司年度报告；  
annual report of the Company;
- (六) 除法律、行政法规、本章程规定或公司股份上市的证券交易所的上市规则规定应当以特别决议通过以外的其他事项。  
matters other than those which are required by law, administrative regulation, the Company's Articles of Association or the stock exchange(s) where shares of the Company are listed to be adopted by special resolution.

**第一百一十条** 下列事项由股东大会以特别决议通过：

**Article 110** The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (一) 增加或者减少公司注册资本；  
the increase or reduction in registered capital of the Company;
- (二) 发行任何种类股票、认股证和其它类似证券；  
the issue of shares of any class, warrants and other similar securities;
- (三) 发行公司债券；  
the issue of debentures of the Company;
- (四) 公司的分立、分拆、合并、解散和清算；  
the division, split, merger, dissolution and liquidation of the Company;





- (五) 修改本章程;  
the amendment of the Company's Articles of Association;
- (六) 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;  
the Company's purchase or sale of any material assets or the amount of guarantee, within one year, which exceeds 30% of the latest audited total assets of the Company;
- (七) 股权激励计划;  
any equity-based incentive plan;
- (八) 公司调整利润分配政策  
the profit distribution policy under adjustment of the Company;
- (九) 法律、行政法规、本章程规定的或公司股份上市的证券交易所的上市规则规定的, 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。  
any other matter considered as required by laws or regulations, provisions of the Company's Articles of Association or listing rules of the stock exchange(s) where shares of the Company are listed and the shareholders at general meetings, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.

**第一百一十一条** 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, 除本公司章程第一百一十七条外, 每一股份享有一票表决权。

**Article 111** A shareholder (including proxy) when voting at a shareholders' general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote, unless otherwise regarding the provision under Articles 117 hereof, each share shall have one vote.

股东大会审议影响中小投资者利益的重大事项时, 对中小投资者表决应当单独计票。单独计票结果应当及时公开披露。

Where significant matters affecting the interests of minority investors are considered in general meeting, the votes cast by minority investors shall be counted separately. The result of such separate vote-counting shall be disclosed promptly to the public.

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 held by the Company have no voting rights, and that part of the shareholding is not counted as the total number of shares with voting rights held by shareholders attending the meeting.

股东买入公司有表决权的股份违反《证券法》第六十三条第一款、第二款规定的, 该超过规定比例部分的股份在买入后的 36 个月内不得行使表决权, 且不计入出席股东大会有表决权的股份总数。

If a shareholder buys voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, voting shares associated with such shares in excess of the prescribed percentage may not be exercised for 36 months after the purchase and shall not be counted into the total number of voting shares present at the general meeting.

公司董事会、独立董事、持有 1%以上有表决权股份的股东或者依照法律、行政法规或者中国证监会的规定设立的投资者保护机构可以公开征集股东投票权。征集股东投票权应当向被征集人充分披露具体投票意向等信息。禁止以有偿或者变相有偿的方式征集股东投票权。除法定条件外, 公司不得对征集投票权提出最低持股比例限制。

The Board, Independent Directors, shareholders holding more than 1% of the voting shares or investor protection agencies established under laws, administrative regulations or the provisions of the CSRC may publicly collect from other shareholders the rights to vote. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. The





Company shall not impose any minimum shareholding limitation for collecting voting rights except statutory conditions.

**第一百一十二条** 股东大会审议有关关联交易事项时，关联股东不应当参与投票表决，其所代表的有表决权的股份数不计入有效表决总数；股东大会决议的公告应当充分披露非关联股东的表决情况。关联股东的定义和范围根据公司上市地证券监管机构及证券交易所的相关规定确定。

**Article 112** When any shareholders' general meeting considers matters related to connected transactions, the connected shareholder shall not vote and the number of voting shares that it represents shall not be counted as part of the total number of valid votes. The announcement of the resolution of the general meeting shall fully disclose the votes of the non-connected shareholders. The definition and limits of connected shareholder shall be determined in accordance with relevant provisions of the securities regulatory authority and the stock exchange where the Company's shares are listed.

股东大会审议有关关联交易事项时，关联股东应主动向股东大会申明关联关系并回避表决。股东没有主动说明关联关系并回避的，其他股东可以要求其说明情况并回避。

When matters of connected transactions are submitted to the shareholders' general meeting for consideration and approval, the connected shareholder shall take the initiative to state his connected relationship and withdraw from voting. Where the connected shareholder fails to do so, other shareholders may require him to explain the circumstances and withdraw from voting.

股东大会结束后，其他股东发现有关联股东参与有关关联交易事项投票的，或者股东对是否应适用回避有异议的，有权就相关决议根据本章程的有关规定向人民法院起诉。

Where other shareholders find a connected shareholder vote in matters of connected transactions, or where shareholders disagree on whether the withdrawal system is applicable, such shareholders have the right to bring a suit on relevant resolutions before a people's court in accordance with provisions of the Company's Articles of Association.

公司拟与关联法人发生的金额高于人民币 3000 万元，且占公司最近一期经审计净资产绝对值 5%以上的关联交易应由股东大会讨论决定，惟若其他适用的香港法律、法规、规则另有规定，则需要按照该等法律、法规、规则的要求执行。

Where a connected transaction between the Company and its connected person is worth more than RMB 30 million and accounts for more than 5% of the absolute value of the Company's latest audited net assets, the Company shall submit the transaction to the shareholders' general meeting for consideration and approval. Where there are provisions otherwise prescribed by the Hong Kong laws, regulations and rules, duties shall be implemented in accordance with such laws, regulations and rules.

**第一百一十三条** 会议主席负责决定股东大会的决议是否通过，其决定为终局决定，并应当在会上宣布和载入会议记录。

**Article 113** The chairman of the meeting shall determine whether or not a resolution of the shareholders' general meeting shall be adopted. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes.

**第一百一十四条** 公司应在保证股东大会合法、有效的前提下，通过各种方式和途径，包括提供网络形式的投票平台等现代信息技术手段，为股东参加股东大会提供便利。

**Article 114** Where the shareholders' general meeting is ensured to be legal and valid, the voting may be conducted through the internet and other methods of modern technology may be adopted at the shareholders' general meeting, for the purpose of convenience.

**第一百一十五条** 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 115** Except where the Company is in a crisis or any extraordinary circumstance, the Company may not enter into any contract with anyone other than a Director, a general manager or any other senior



officer to have all or significant part of the Company's business in the care of such person, unless otherwise approved by the shareholders in a general meeting by way of special resolution.

**第一百一十六条** 董事、监事候选人名单以提案的方式提请股东大会表决。

**Article 116** The list of candidates for Directors or supervisors shall be proposed to the shareholders' general meeting for votes.

除采取累积投票制选举董事、监事外，每位董事、监事候选人应当以单项提案提出。董事会应当向股东公告董事、监事候选人的简历和基本情况。

Save for the elections of Directors and supervisors held by adopting cumulative voting system, each candidate for a Director or supervisor shall be proposed by way of single proposal. The Board of Directors shall announce the resumes and basic information of these candidates for Directors or supervisors.

董事、监事的提名方式和程序如下：

The means and procedure of nomination for Directors and Supervisors shall be:

(一) 董事会、单独或者合并持有公司 3%以上股份的股东有权向董事会提出非独立董事候选人的提名，董事会经征求被提名人意见并对其任职资格进行审查后，向股东大会提出提案。

The Board and shareholders individually or jointly holding not less than 3% of the Company's shares shall have the right to submit nomination of candidates for independent Directors to the Board. The Board shall submit proposal to the shareholders' general meeting after asking the proxy's opinion and examine their qualifications.

(二) 监事会、单独或者合并持有公司 3%以上股份的股东有权提出股东代表担任的监事候选人的提名，经监事会征求被提名人意见并对其任职资格进行审查后，向股东大会提出提案。

The Board of Supervisors and shareholders individually or jointly holding not less than 3% of the Company's shares shall have the right to submit nomination of shareholder-representative-candidates for Supervisors. The Board of Supervisors shall submit proposal to the shareholders' general meeting after asking the proxy's opinion and examine their qualifications.

(三) 独立董事的提名方式和程序应按照法律、行政法规及部门规章的有关规定执行。

The means and procedure of nomination for Independent Director shall be in compliance with relevant provisions of laws, administrative regulations and department rules.

**第一百一十七条** 股东大会就选举董事、监事进行表决时，根据本章程的规定或者股东大会的决议，可以实行累积投票制，即股东大会选举董事或者监事时，每一股份拥有与应选董事或者监事人数相同的表决权，股东拥有的表决权可以集中使用。单一股东及其一致行动人拥有权益的股份比例在 30%以上，或选举的董事、监事为 2 名以上时，应当采用累积投票制。

**Article 117** The cumulative voting system may be used in the voting for the election of Directors and Supervisors in shareholders' general meeting in accordance with provisions of the Company's Articles of Association, that is, in the election of Directors or Supervisors at the shareholders' general meeting, the voting right each share has equals the number of candidates for Directors and Supervisors. Shareholders may use their voting right collectively. Where a single shareholder and the persons acting in concert have interest in over 30% of the total shares, or there are more than two (2) Directors or Supervisors to be elected, cumulative voting system should be adopted.

累积投票制的具体操作程序如下：

The cumulative voting system shall be operated as:

(一) 公司独立董事、非独立董事、监事应分开选举，分开投票。

separate election and voting for Independent Director, non-independent Directors and Supervisors.



- (二) 选举独立董事时，每位股东有权取得的选票数等于其所持有的股票数乘以其有权选出的独立董事人数的乘积数，该票数只能投向该公司的独立董事候选人，得票多者当选。  
During the election of independent Directors, the number of votes for each shareholder shall be the number of shares held by him multiplied by the number of the independent Directors to be elected by him, he could only vote for the candidates of the Directors of the Company by such votes, and the ones who got more votes shall be elected.
- (三) 选举非独立董事、监事时，每位股东有权取得的选票数等于其所持有的股票数乘以其有权选出的非独立董事、监事人数的乘积数，该票数只能投向该公司的非独立董事、监事候选人，得票多者当选。  
During the election of non-independent Directors and supervisors, the number of votes for each shareholder shall be the number of shares held by him multiplied by the number of the non-independent Directors and supervisors to be elected by him, he could only vote for the candidates of the non-independent Directors and supervisors of the Company by such votes, and the ones who got more votes shall be elected.
- (四) 在候选人数多于本章程规定的人数时，每位股东投票所选的独立董事、非独立董事和监事的人数不得超过本章程规定的独立董事、非独立董事和监事的人数，所投选票数的总和不得超过股东有权取得的选票数，否则该选票作废。  
where candidates exceed such numbers prescribed in the Company's Articles of Association, the numbers of independent Director, non-independent Directors and Supervisors each shareholder vote for shall not exceed such numbers prescribe in the Company's Articles of Association, and the total votes shall not exceed such number of votes ought to be cast by the shareholders. Otherwise, the voting shall be invalid.
- (五) 股东大会的监票人和点票人必须认真核对上述情况，以保证累积投票的公正、有效。  
counting officers and scrutinizers of the shareholders' general meeting shall carefully check the aforesaid circumstances to guarantee fair and effective accumulative voting

**第一百一十八条** 除累积投票制外，股东大会将对所有提案进行逐项表决，对同一事项有不同提案的，将按提案提出的时间顺序进行表决。除因不可抗力等特殊原因导致股东大会中止或不能作出决议外，股东大会将不会对提案进行搁置或不予表决。

**Article 118** Except for the cumulative voting system, all resolutions proposed at the shareholders' general meeting shall be voted one by one, and for different motions on the same matter, voting will be conducted according to the time sequence these motions are put forward. 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' general meeting shall not postpone the motions and shall vote on them.

**第一百一十九条** 股东大会审议提案时，不会对提案进行修改，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 119** When considering a motion at the shareholders' general meeting, no change shall be made thereto. Otherwise, such change shall be treated as a new motion which shall not be processed for voting at that general meeting.

**第一百二十条** 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。

**Article 120** The same voting right shall only be exercised by one means, either through onsite voting or via internet or other voting means. If the same voting right is exercised in more than one means, the result of the first vote cast shall prevail.

**第一百二十一条** 股东大会以现场表决的方式进行时，除非特别依照公司股票上市地证券监督管理机构的相关规定以投票方式解决，或其他证券法律法规另有规定，或除非下列人员在举手表决以前或者以后，要求以投票方式表决，股东大会以举手方式进行表决：

**Article 121** At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll demanded in accordance with relevant regulations of the securities regulatory authority of



the place where the Company is listed, or otherwise required by other security laws and regulations, or a poll is demanded:

- (一) 会议主席;  
by the chairman of the meeting;
- (二) 至少两名有表决权的股东或者有表决权的股东的代理人;  
by at least two (2) shareholders present in person or by proxy entitled to vote thereat;
- (三) 单独或者合并计算持有在该会议上有表决权的股份百分之十以上 (含百分之十) 的一个或者若干股东 (包括股东代理人) 。  
by one (1) or more shareholders present in person or by proxy representing 10% or more of all shares carrying the right to vote at the meeting, before or after a vote is carried out by a show of hands.

除非特别依照公司股票上市地证券监督管理机构的相关规定以投票方式解决, 或其他证券法律法规另有规定, 或有人按照前述规定提出以投票方式表决, 会议主席根据举手表决的结果, 宣布提议通过情况, 并将此记载在会议记录中, 作为最终的依据, 无须证明该会议通过的决议中支持或者反对的票数或者其比例。  
Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the recording of such in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution.

以投票方式表决的要求可以由提出者撤回。

The demand for a poll may be withdrawn by the person who demanded the same.

**第一百二十二条** 如果要求以投票方式表决的事项是选举主席或者中止会议, 则应当立即进行投票表决; 其他要求以投票方式表决的事项, 由主席决定何时举行投票, 会议可以继续举行, 讨论其他事项, 投票结果仍被视为在该会议上所通过的决议。

**Article 122** A poll demanded on the election of the chairman of the meeting, or on a question of the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

**第一百二十三条** 在股票表决时, 有两票或者两票以上的表决权的股东 (包括股东代理人), 不必把所有表决权全部投赞成票或者反对票。

**Article 123** On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes is not required to cast all his votes for or against any motion on all his votes.

**第一百二十四条** 当反对和赞成票相等时, 无论是举手、投票还是其他方式表决, 会议主席有权多投一票。

**Article 124** When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.

**第一百二十五条** 股东大会对提案进行表决前, 应当推举两名股东代表参加计票和监票。审议事项与股东有关联关系的, 相关股东及代理人不得参加计票、监票。

**Article 125** Before the shareholders' general meeting votes on resolutions, it shall nominate 2 shareholder representatives to count the votes and scrutinize the voting. If a shareholder has connected relationship to the matter to be discussed, the relevant shareholder and his proxy cannot participate in vote counting or scrutinize the voting.

股东大会对提案进行表决时, 应当由律师、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。

When a shareholders' general meeting vote on resolutions, the counting of votes and scrutinizing of voting shall be conducted together by lawyers, shareholder representatives and supervisor





representatives. The voting results shall be announced during the meeting. The voting results shall be contained in the minutes of meeting.

通过网络或其他方式投票的上市公司股东或其代理人，有权通过相应的投票系统查验自己的投票结果。  
A shareholder of the Company or its proxy, who uses the internet or other voting methods, is entitled to verify his voting results through relevant voting system.

**第一百二十六条** 股东大会现场结束时间不得早于网络或其他方式，会议主席应当宣布每一提案的表决情况和结果，并根据表决结果宣布提案是否通过。

**Article 126** The conclusion of the shareholders' general meeting on-site cannot be earlier than voting by internet or other methods. The conductor of the meeting shall announce the voting circumstances and results of each resolution. He shall also announce whether the resolutions have been passed according to the voting results.

在正式公布表决结果前，股东大会现场、网络及其他表决方式中所涉及的上市公司、计票人、监票人、主要股东、网络服务方等相关各方对表决情况均负有保密义务。

Before the voting results are officially announced, the companies, counting officers, scrutinizers, major shareholders, the internet service provider and all relevant parties in relation to voting on-site, by internet or otherwise have the duty to keep confidential the voting results.

**第一百二十七条** 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 127** Shareholders attending the shareholders' general meeting shall present one of the following views during the voting of a resolution: consent, objection 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 giving up his voting rights. The votes represented by his shares will be treated as “abstention”.

如根据适用的法律法规及公司股票上市的交易所的上市规则规定，任何股东须就某议案放弃表决权，或限制任何股东只能够投票赞成（或反对）某议案，如有任何违反相关规定或限制的情况，由该等股东或其代表投下的票数不得计算在内。

If any shareholders should give up the voting right for certain proposal or are restricted to be only able to vote for (or against) certain proposal according to the provisions of applicable laws, regulations and the Listing Rules of the Stock Exchange where the Company's shares are listed, the votes by those shareholders or their representatives shall not be counted in case of any violation of the relevant provisions or restriction.

**第一百二十八条** 会议主席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；如果会议主席未进行点票，出席会议的股东或者股东代理人对会议主席宣布结果有异议的，有权在宣布表决结果后立即要求点票，会议主席应当立即组织点票。股东大会如果进行点票，点票结果应当记入会议记录。

**Article 128** If the chairman of the meeting has any doubt as to the result of a resolution which has been presented for at a shareholders' meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately. If votes are counted at a shareholder's general meeting, the result of the count shall be recorded in the minute books.

**第一百二十九条** 会议记录连同出席股东的签名簿及代理出席的委托书，应当在公司住所保存。

**Article 129** The minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's place of residence.





**第一百三十条** 股东可以在公司办公时间免费查阅会议记录复印件。任何股东向公司索取有关会议记录的复印件，公司应当在收到合理费用后七日内把复印件送出。

**Article 130** Copies of the minutes of proceedings of any shareholders' meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests a copy of such minutes from the Company, the Company shall send a copy of such minutes to him within seven (7) days after receipt of reasonable fees thereof.

**第一百三十一条** 股东大会决议应当及时公告，公告中应列明出席会议的股东（包括其代理人）人数、所持有表决权的股份总数及占公司表决权股份总数的比例、表决方式、每项提案的表决结果和通过的各项决议的详细内容。

**Article 131** The resolutions of the shareholders' general meeting shall be announced promptly. Such announcement shall specify the number of shareholders present in person or by proxy at the meeting, the total number of voting shares held or represented by them, the percentage of such voting shares in relation to all the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that are passed at the meeting.

公告还应当包括(i)使其持有人有权出席大会并于会上表决赞成或反对决议案的股份总数；(ii)使其持有人有权出席大会但只可于会上表决反对决议案的股份总数；(iii) 有关决议案实际所得赞成及反对票数所分别代表的股数。而且，公司并须在公告中确认那些曾表示打算表决反对有关决议案或放弃表决权的人士在股东大会上是否确实按而行事。

The announcement shall also include: (I) total shares entitling the holders the right to attend the meeting and vote for or against a resolution; (II) total shares entitling the holders the right to attend the meeting but only vote against a resolution; (III) the amount of shares respectively represented by votes for and against a relevant resolution. The Company shall confirm in the announcement, whether those people, who have ever expressed to vote against a relevant resolution or give up their voting rights, would indeed follow their words at the general meeting(s).

**第一百三十二条** 提案未获通过，或者本次股东大会变更前次股东大会决议的，应当在股东大会决议公告中作特别提示。

**Article 132** If any proposal is not adopted, or the current shareholders' general meeting amends the resolution of the last shareholders' general meeting, special indication thereof shall be given in the announcement of the resolutions of the shareholders' general meeting.

**第一百三十三条** 股东大会通过有关董事、监事选举提案的，新任董事、监事在会议结束之后立即就任。

**Article 133** If the proposal on election of new Directors and supervisors for a new session is adopted at the shareholders' general meeting, Directors and supervisors for the new session shall take the position immediately after such shareholders' general meeting.

**第一百三十四条** 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 134** If any proposal for a cash dividend, share allocation, or conversion from capital reserves to share capital is adopted at the shareholders' general meeting, the Company shall implement detailed plans within two (2) months after the end of the shareholders' general meeting.

### 第七节 类别股东表决的特别程序

#### Section 7 Special Procedures for Voting by Class Shareholders

**第一百三十五条** 持有不同种类股份的股东，为类别股东。

**Article 135** Those shareholders who hold different classes of shares are class shareholders.

类别股东依据法律、行政法规和公司章程的规定，享有权利和承担义务。

Class shareholders shall enjoy rights and assume obligations in accordance with law, administrative regulation and the Company's Articles of Association.

**第一百三十六条** 公司拟变更或者废除类别股东的权利，应当经股东大会以特别决议通过和经受影响的类别股东在按第一百三十八条至第一百四十二条分别召集的股东会议上通过，方可进行。

**Article 136** Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting, and by holders of shares of that class at a separate meeting conducted in accordance with Articles 138 to 142.

**第一百三十七条** 下列情形应当视为变更或者废除某类别股东的权利：

**Article 137** The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class of shares:

- (一) 增加或者减少该类别股份的数目，或者增加或减少与该类别股份享有同等或者更多的表决权、分配权、其他特权的类别股份的数目；  
to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting or equity rights or privileges equal or superior to those of shares of that class;
- (二) 将该类别股份的全部或者部分换作其他类别，或者将另一类别的股份的全部或者部分换作该类别股份或者授予该等转换权；  
to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;
- (三) 取消或者减少该类别股份所具有的、取得已产生的股利或者累积股利的权利；  
to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;
- (四) 减少或者取消该类别股份所具有的优先取得股利或者在公司清算中优先取得财产分配的权利；  
to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;
- (五) 增加、取消或者减少该类别股份所具有的转换股份权、选择权、表决权、转让权、优先配售权、取得公司证券的权利；  
to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;
- (六) 取消或者减少该类别股份所具有的，以特定货币收取公司应付款项的权利；  
to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;
- (七) 设立与该类别股份享有同等或者更多表决权、分配权或者其他特权的新类别；  
to create a new class of shares having voting or equity rights or privileges equal or superior to those of the shares of that class;
- (八) 对该类别股份的转让或所有权加以限制或者增加该等限制；  
to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;
- (九) 发行该类别或者另一类别的股份认购权或者转换股份的权利；  
to allot and issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;
- (十) 增加其他类别股份的权利和特权；  
to increase the rights or privileges of shares of another class;
- (十一) 公司改组方案会构成不同类别股东在改组中不按比例地承担责任；  
to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders; and



(十二) 修改或者废除本章所规定的条款。

to vary or abrogate the provisions of this Chapter.

**第一百三十八条** 受影响的类别股东，无论原来在股东大会上是否有表决权，在涉及第一百三十七条（二）至（八）、（十一）至（十二）项的事项时，在类别股东会上具有表决权，但有利害关系的股东在类别股东会上没有表决权。

**Article 138** Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall have the right to vote at class meetings in respect of matters concerning items (ii) to (viii), (xi) and (xii) of Article 137, but interested shareholder(s) shall not be entitled to vote at such class meetings.

前款所述有利害关系股东的含义如下：

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

(一) 在公司按本章程第三十一条的规定向全体股东按照相同比例发出购回要约或者在证券交易所通过公开交易方式购回自己股份的情况下，“有利害关系的股东”是指本章程所定义的控股股东；

in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to Article 31, a “controlling shareholder” within the meaning of the Company's Articles of Association;

(二) 在公司按照本章程第三十一条的规定在证券交易所外以协议方式购回自己股份的情况下，“有利害关系的股东”是指与该协议有关的股东；

in the case of a repurchase of shares by an off-market agreement pursuant to Article 31 of the Company's Articles of Association, a holder of the shares to which the proposed agreement relates;

(三) 在公司改组方案中，“有利害关系股东”是指以低于本类别其他股东的比例承担责任的股东或者与该类别中的其他股东拥有不同利益的股东。

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

**第一百三十九条** 类别股东会的决议，应当经根据第一百三十八条由出席类别股东会议的有表决权的三分之二以上的股权表决通过，方可作出。

**Article 139** Resolutions of a class of shareholders shall be passed by affirmative votes representing more than two-thirds of the voting rights of shareholders of that class presented at the relevant meeting who, according to Article 138, are entitled to vote thereat.

**第一百四十条** 公司召开类别股东会议，应当于年度股东大会召开二十个营业日前，临时股东大会召开十个营业日或十五日（以较长者为准）前发出通知，将会议拟审议的事项以及开会日期和地点告知所有该类别股份的在册股东。

**Article 140** Notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders twenty (20) business days prior to the date of the annual general meeting and ten (10) business days or fifteen (15) days (whichever is longer) prior to the date of the extraordinary general meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting and the date and place of the class meeting.

**第一百四十一条** 类别股东会议的通知只须送给有权在该会议上表决的股东。

**Article 141** Notice of class meetings need only be served on shareholders entitled to vote thereat.

类别股东会议应当以与股东大会尽可能相同的程序举行，公司章程中有关股东大会举行程序的条款适用于类别股东会议。

Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders'



general meetings. The provisions of the Company's Articles of Association relating to the manner for the conduct of shareholders' general meetings are also applicable to class meetings.

**第一百四十二条** 除其他类别股份股东外，内资股股东和境外上市外资股股东视为不同类别股东。

**Article 142** Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares.

下列情形不适用类别股东表决的特别程序：（一）经股东大会以特别决议批准，公司每间隔十二个月单独或者同时发行内资股、境外上市外资股，并且拟发行的内资股、境外上市外资股的数量各自不超过该类已发行在外股份的百分之二十的；（二）公司设立时发行内资股、境外上市外资股的计划，自中国证券监督管理委员会批准之日起十五个月内完成的；或（三）本章程第十八条所述的经中国证券监督管理委员会核准，公司内资股股东将所持股份转让给境外投资人，并在境外证券交易所上市交易。

The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (i) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares; (ii) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities regulatory institution of China; or (iii) Where a holder of Domestic-Invested Shares transfers its shares to a foreign investor with approval of the securities regulatory institution of China as mentioned in article 18 of the Company's Articles of Association and such shares are listed in an overseas securities exchange.

## 第七章 党建工作 Chapter 7 The Party Committee

**第一百四十三条** 根据《党章》规定，设立中国共产党郑州煤矿机械集团股份有限公司委员会（简称「公司党委」），开展党的活动。党委发挥领导核心和政治核心作用，把方向、管大局、保落实。

**Article 143** In accordance with the *Party Constitution*, the Company set up a committee of Zhengzhou Coal Mining Machinery (Group) Co., Ltd. under the Communist Party of China (the "Party Committee") to engage in activities of the Party. The Party Committee shall play a core role in leadership and politics, and shall carry out the works by providing direction, managing the overall situation and ensuring implementation.

**第一百四十四条** 公司职工依照《中华人民共和国工会法》组织工会，开展工会活动，维护职工合法权益。工会组织负责人由上级党组织推荐，并按照《中华人民共和国工会法》等有关规定选举或任命产生。公司为工会提供必要的活动条件。

**Article 144** In accordance with the *Trade Union Law of the People's Republic of China*, the employees of the Company form a trade union for organization of union activities and protection of the legitimate rights of the employees. The person(s) in charge of the trade union organization shall be recommended by a superior Party organization and be elected and appointed in accordance with relevant requirements including the *Trade Union Law of the People's Republic of China*. The Company shall provide necessary convenience for the trade union to organize activities.

**第一百四十五条** 公司党委设书记 1 名，按照上级党组织批覆设置其他党委成员。同时，公司按规定设立中国共产党郑州煤矿机械集团股份有限公司纪律检查委员会（简称「公司纪委」）。党委书记、纪委书记按照《党章》等规定选举或任命产生。

**Article 145** The Party Committee of the Company shall have one secretary. Other members of the Party Committee shall be appointed upon approval by a superior Party organization. Meanwhile, in accordance with relevant requirements, the Company shall establish a disciplinary inspection committee





of Zhengzhou Coal Mining Machinery (Group) Co., Ltd. under the Communist Party of China (the "Disciplinary Committee"). The respective secretaries to the Party Committee and the Disciplinary Committee shall be elected or appointed in accordance with relevant requirements including the *Party Constitution*.

**第一百四十六条** 党组织机构设置及其人员编制纳入公司管理机构和编制，党组织工作经费纳入公司预算，从公司管理费中列支。

**Article 146** The establishment of Party organization and its staff arrangements shall become part of the management structure and staff arrangements of the Company. The funding for such Party organization shall be included in the Company's budget and disbursed from the Company's management costs.

**第一百四十七条** 公司党组织按照《中国共产党基层组织选举工作暂行条例》要求定期进行换届选举。

**Article 147** The Party organization of the Company shall conduct regular re-election pursuant to the requirements under the *Interim Provisions for the Election of Primary-Level Organizations of the Communist Party of China*.

**第一百四十八条** 公司坚持和完善「双向进入、交叉任职」的领导体制，符合条件的党组织领导班子成员可以通过法定程序进入董事会、监事会、经理层，董事会、监事会、经理层成员中符合条件的党员可以依照有关规定和程序进入党组织领导班子。

**Article 148** The Company adheres to and keeps enhancing the leadership system of "Dual Entry and Cross Appointment". Eligible members of the Party organization leadership may be appointed to the Board of Directors, the Board of Supervisors and the management through legal procedures; eligible Party members of the Board of Directors, the Board of Supervisors and the management may be appointed to the leadership of the Party organization based on relevant regulations and procedures.

**第一百四十九条** 公司党委对董事会、经理层拟决策的「三重一大」等重大问题按前置程序先行审议，讨论通过后，再由董事会或经理层审议作出决定。

**Article 149** The Party Committee of the Company shall, in advance, consider major matters such as those classified as "Three Importance and One Greatness" to be decided upon by the Board of Directors and the management. After discussion and approval by the Party Committee, such matters can be considered and decided upon by the Board of Directors or the management.

**第一百五十条** 党组织在公司领导人员选拔任用、培养教育、管理监督中负有考核、监督等责任，支持董事会依法选择经营管理者、经营管理者依法行使用人权，坚决防止和整治选人用人中的不正之风。

**Article 150** The Party organization shall be responsible for evaluating and overseeing the selection and appointment, training and development, as well as management and supervision of the members of the leadership of the Company. It shall support the Board of Directors in selecting operating managers according to the law, support the operating managers in exercising their right of staff deployment according to the law, and adhere to preventing and rectifying wrongful behaviours in the selection and deployment of staff.

**第一百五十一条** 切实落实公司反腐倡廉「两个责任」。党委要切实履行好主体责任，纪委要履行好监督责任。加强党性教育、法治教育、警示教育，引导公司各级领导人员坚定理想信念，自觉践行「三严三实」要求，正确履职行权。

**Article 151** The "Dual Duties" of anti-corruption and clean-handedness shall be strictly performed. The Party Committee shall perform its principle responsibilities while the Disciplinary Committee shall perform its duties of supervision. Education on Party regulations, education on rule of law and cautionary education shall be strengthened to guide leaders of the Company at all levels in their adherence and faithfulness to the ideals, in their implementation of the "Three Strictness plus Honesty, Practicality and Pragmatism", and in their rightful discharge of duties and exercise of power.





## 第八章 董事会 Chapter 8 Board of Directors

### 第一节 董事 Section 1 Directors

**第一百五十二条** 公司董事为自然人。董事无需持有公司股份。

**Article 152** Directors of the Company are natural persons. It is unnecessary for Directors to hold shares of the Company.

违反本章规定选举、委派董事的，该选举、委派或者聘任无效。董事在任职期间出现第二百二十五条情形的，公司解除其职务。

If the election or appointment of a Director violates the provisions of the Company's Articles of Association, such election, appointment or engagement shall be deemed invalid. Where a circumstance prescribed in article 225 occurs during the term of office of a Director, the Company shall remove him.

**第一百五十三条** 董事由股东大会选举或更换，并可在任期届满前由股东大会解除其职务。董事任期3年，任期届满可连选连任。有关提名董事候选人的意图以及候选人表明愿意接受提名的书面通知，应当在有关股东大会通知发出后至股东大会召开七天前的期间内发给公司，而该期间不少于七天。

**Article 153** Directors shall be elected or replaced at the shareholders' general meeting and can be removed from their office prior to the expiry of their term by the general meeting, with a term of three (3) years. At the expiry of such term of office, the term is renewable upon re-election. Written notice to nominate a person as Director and a written notice by that person of his willingness to be nominated shall be delivered to the Company after delivery of related notice of a shareholders' general meeting and seven (7) days prior to the convocation of the shareholders' general meeting.

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、部门规章和本章程的规定，履行董事职务。

A Director's term of office shall commence from the date when he takes office and end upon expiry of the term of current session of the Board of Directors. After expiry of a Director's term of office but before a new Director is elected and takes office, the retiring Director shall continue to perform his duty as a Director pursuant to laws, administrative regulations, department rules and the Company's Articles of Association.

董事可以由总经理或者其他高级管理人员兼任，但兼任总经理或者其他高级管理人员职务的董事以及由职工代表担任的董事，总计不能超过公司董事总数的1/2。

The general manager or other senior management members may concurrently serve as Directors, provided that the total number of Directors who concurrently serve as the general manager or other senior management members and the total number of Directors who are served by employee representatives shall not exceed half of the total Directors of the Company.

董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和罢免。

Employee representatives in the Board shall be elected or removed at employee representatives' general meetings, employees' general meetings or other democratic elections.

董事会中的非职工代表董事的选聘程序如下：

Directors who are not employee representatives in the Board shall be elected and engaged according to the following procedures:

- (一) 按本章程第一百一十六条的规定提名董事候选人；  
to nominate a candidate for Directorship subject to article 116 of the Company's Articles of Association;
- (二) 公司在股东大会召开前以公告的形式披露董事候选人的详细资料，保证股东在投票时对候选人有足

够的了解;

to disclose details of such candidate by public announcement prior to convocation of a shareholders' general meeting, so as to ensure the shareholders have full knowledge about the candidate at the time of voting;

(三) 董事候选人在股东大会召开之前作出书面承诺, 同意接受提名, 承诺公开披露的董事候选人的资料真实、完整并保证当选后切实履行董事职责;

a written commitment shall be made by the candidate prior to convocation of a shareholders' general meeting, expressing his willingness to accept the nomination, promising to publicly disclose his information truthfully and completely and warranting to faithfully perform his duties as a Director after election;

(四) 按本章程第一百一十七条的规定对董事候选人名单进行表决;

to vote with respect of the list of Director candidates according to article 117 of the Company's Articles of Association; and

(五) 董事当选后, 公司与其签订聘任合同。

to enter into a contract of employment with the Director after his election.

**第一百五十四条** 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 154** Directors shall observe laws, administrative regulations and the Company's Articles of Association and shall assume the following duties of loyalty 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;

not to accept any bribery or other illegal income by using his powers and position, nor seize the assets of the Company in any manner;

(二) 不得挪用公司资金;

not to misappropriate the funds 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;

not to open accounts in his own or another individual's name for deposit of the Company's assets or funds;

(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;

not to violate the Company's Articles of Association, or loan the funds of the Company to others or use Company's assets as security for the debts of others without approval of the shareholders' general meeting or 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;

not to violate the Company's Articles of Association or enter into contracts or conduct transactions with the Company without approval of the shareholders' general 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;

not to, without approval of the shareholders' general meeting, seek business opportunities which should have belonged to the Company for himself or others by using his powers and position, or run the same businesses as those of the Company for himself or for others;

(七) 不得接受与公司交易的佣金归为己有;

not to accept commissions relating to the transactions of the Company and appropriate to himself;

(八) 不得擅自披露公司秘密;

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;  
not to take advantage of his connection with the Company to harm interests of the Company; and
- (十) 法律、行政法规、部门规章及本章程规定的其他忠实义务。  
Other duties of loyalty as prescribed by laws, administrative regulations, department rules and the Company's 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。  
The proceeds obtained by a Director in violation of this article shall belong to the Company. Where the Company suffers any losses thereby, the said Director shall be obliged to make compensations therefor.

**第一百五十五条** 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 155** Directors shall observe laws, administrative regulations and the Company's Articles of Association and shall assume the following duties of due diligence 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;  
to cautiously, earnestly and diligently fulfill the rights conferred by the Company to ensure that the business conduct of the Company is in conformity with laws, administrative regulations and all economic policies of the State, and its business activities shall not go beyond the business scope as registered in its business license;
- (二) 应公平对待所有股东;  
to treat fair all shareholders;
- (三) 及时了解公司业务经营管理状况;  
To timely become aware of the business and management situation 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;  
to sign written confirmation comments with respect to the regular reports of the Company, to ensure that the Company's disclosures are truthful, 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;  
to faithfully furnish related information and materials to the Board of Supervisors, and not to interfere with the Board of Supervisors or the supervisors in exercising its/their powers; and
- (六) 法律、行政法规、部门规章及本章程规定的其他勤勉义务。  
Other duties of due diligence as prescribed by laws, administrative regulations, department rules and the Company's Articles of Association.

**第一百五十六条** 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 156** In case a Director has failed to be present in person at any two (2) consecutive board meetings, nor authorized another Director to be present at the board meeting on his behalf, he shall be considered unable to fulfill his responsibilities as a Director, and the Board of Directors shall accordingly suggest the shareholders' general meeting making a replacement.

**第一百五十七条** 董事可以在任期届满前提出辞职。董事辞职应向董事会提交书面辞职报告。

**Article 157** A Director may resign before expiry of his term of office, subject to submission of a written resignation report to the Board of Directors.

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。

If the number of the Company's Directors is less than the quorum as required by law due to a Director's resignation, such resigning Director shall continue to perform his duty as a Director pursuant to laws, administrative regulations, department rules and the Company's Articles of Association until a new



Director is elected and takes office.

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。选举为董事以填补董事会临时空缺或增加董事会名额的任何人士，该新任董事或为增加董事会名额而被委任为董事的任何人士的任期自获选生效之日起至公司的下一届股东年会为止，并于其时有资格重选连任。

Except for the case mentioned in the preceding paragraph, resignation of Directors shall take effect immediately upon the Board of Directors' receipt of the written resignation report. As to any person being elected to be a Director to fill a casual vacancy on the Board or as an addition to the existing Board, the term of office of such new Director or additional Director being elected for increasing the number of Directors on the Board shall commence from the date of validity of such election and end upon the next annual general meeting, and the said Director shall be qualified for reelection and renewal thereat.

**第一百五十八条** 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。

**Article 158** A Director whose resignation takes effect or whose term of office expires shall complete all handover procedures to the Board of Director, but his duties of loyalty to the Company and shareholders may not be certainly discharged upon expiry of his term and shall remain effective within a reasonable time limit prescribed in the Company's Association.

**第一百五十九条** 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 159** No Director shall act on behalf of the Company or the Board of Directors without legal authorization provided hereunder or by the Board of Directors. When a Director acts in his own name and a third party reasonably considers such Director acts on behalf of the Company or the Board of Directors, such Director shall declare in advance his position and capacity.

**第一百六十条** 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 160** If a Director violates laws, administrative regulations, department rules or the Company's Articles of Association when performing his duties in the Company, such Director shall indemnify the Company against losses incurred due to such violation.

**第一百六十一条** 独立董事应按照法律、行政法规及部门规章的有关规定执行。

**Article 161** Independent Directors shall perform in accordance with pertinent provisions set forth in laws, administrative regulations and department rules.

## 第二节 董事会 Section 2 Board of Directors

**第一百六十二条** 公司设董事会，对股东大会负责。

**Article 162** The Company shall have a Board of Directors, which is accountable to the shareholders in general meeting.

**第一百六十三条** 董事会由 11 名董事组成，包括 1 名职工代表董事，设董事长 1 名，副董事长 1 名。

**Article 163** The Board of Directors shall be composed of 11 Directors (including one (1) Director who serves as an employee representative) and shall have one (1) chairman and one (1) vice chairman.

**第一百六十四条** 董事会行使下列职权：

**Article 164** The Board of Directors exercises the following functions and powers:

(一) 召集股东大会，并向股东大会报告工作；

to convene the shareholders' general meeting and to report on its work to the shareholders in general meetings;



- (二) 执行股东大会的决议;  
to implement the resolutions adopted by the shareholders in general meetings;
- (三) 决定公司的经营计划和投资方案;  
to determine the Company's business plans and investment proposals;
- (四) 制订公司的年度财务预算方案、决算方案;  
to formulate the Company's preliminary and final annual financial budgets;
- (五) 制订公司的利润分配方案和弥补亏损方案;  
to formulate the Company's profit distribution proposal and loss recovery proposal;
- (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;  
to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other securities and listing;
- (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;  
to formulate plans for important mergers and acquisition of the shares of the Company, consolidation, division, dissolution or change of the form of the Company;
- (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、对外捐赠等事项;  
to determine, to the extent authorized by the shareholders' general meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted banking, connected transactions and external donations of the Company;
- (九) 决定公司内部管理机构的设置;  
to decide on the Company's internal management structure;
- (十) 决定聘任或者解聘公司总经理、董事会秘书及其他高级管理人员, 并决定其报酬事项和奖惩事项; 根据总经理的提名, 决定聘任或者解聘公司副总经理、财务负责人等高级管理人员, 并决定其报酬事项和奖惩事项;  
to decide to appoint or remove the Company's general manager, secretary to the board or other senior management members and decide on their remuneration, and, based on the recommendations of the general manager, to decide to appoint or remove the vice general manager(s) and other senior management members as CFO and decide on their remuneration;
- (十一) 制订公司的基本管理制度;  
to formulate the Company's basic management system;
- (十二) 制订本章程的修改方案;  
to formulate proposals for any amendment of the Company's Articles of Association;
- (十三) 管理公司信息披露事项;  
to manage the 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;  
to propose to the shareholders' general meeting for retaining or replacement of the accountancy firm that does auditing for the Company;
- (十五) 听取公司总经理的工作汇报并检查总经理的工作;  
to hear reporting from the Company's general manager and inspect the performance of the general manager; and
- (十六) 法律、行政法规、部门规章或本章程授予的其他职权。  
to exercise any other powers conferred by the laws, administrative regulations, department rules or the Company's Articles of Association.





董事会作出前款决议事项，除（六）、（七）、（十二）项和法律、行政法规及本章程另有规定的必须由 2/3 以上董事表决同意外，其余可以由半数以上的董事表决同意。超过股东大会授权范围的事项，应当提交股东大会审议。

Other than the Board of Directors' resolutions in respect of the matters specified in items (vi), (vii) and (xii) of this Article which shall be passed by the affirmative vote of more than two-thirds of all Directors as provided by laws, administrative regulations and the Company's Articles of Association, the Board of Directors' resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of all the Directors. Matters beyond the scope of authorization of the shareholders' general meeting shall be submitted to the shareholders' general meeting for deliberation.

**第一百六十五条** 董事会应当就注册会计师对公司财务报告出具的非标准审计意见向股东大会作出说明。

**Article 165** The Board of Directors of the Company shall give explanation in connection with the non-standard audit opinion issued by the registered accountant on the financial report of the Company at the shareholders' general meeting.

**第一百六十六条** 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 166** The Board of Directors shall formulate the procedural rules to be followed at meetings of the Board of Directors, so as to ensure the Board of Directors fulfill resolutions adopted at the shareholders' general meeting, improve working efficiency and ensure scientific decision making.

**第一百六十七条** 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、对外捐赠等权限，建立严格的审查和决策程序；重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 167** The Board of Directors shall determine the extent of authority for external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted banking, connected transactions and external donations of the Company, establish strict examination and decision-making procedures, organize related experts and professionals to make assessment in case of significant investment project and report the result thereof to the shareholders' general meeting for approval.

**第一百六十八条** 公司董事长、副董事长由董事会以全体董事的过半数选举产生和罢免。

**Article 168** The chairman and vice chairman of the Company shall be elected and removed by the Board of Directors subject to the affirmative vote of a simple majority of all Directors.

**第一百六十九条** 董事会在处置固定资产时，如拟处置固定资产的预期价值，与此项处置建议前四个月内已处置了的固定资产所得到的价值的总和，超过股东大会最近审议的资产负债表所显示的固定资产价值的百分之三十三，则董事会在未经股东大会批准前不得处置或者同意处置该固定资产。

**Article 169** The Board of Directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been completed in the period of four (4) months immediately preceding the proposed disposition, exceeds 33% of the value of the Company's fixed assets as shown in the latest balance sheet which was approved at a shareholders' general meeting.

本条所指对固定资产的处置，包括转让某些资产权益的行为，但不包括以固定资产提供担保的行为。

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

公司处置固定资产进行的交易的有效性，不因违反本条第一款而受影响。

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

**第一百七十条** 董事长是公司法定代表人，行使下列职权：



**Article 170** The chairman of the Board of Directors is the legal representative of the Company and shall exercise the following powers:

- (一) 主持股东大会和召集、主持董事会会议；  
to preside over shareholders' general meetings and to convene and preside over meetings of the Board of Directors;
- (二) 督促、检查董事会决议的执行；  
to urge and check on the implementation of resolutions passed by the Board of Directors at Directors' meetings;
- (三) 签署公司发行的证券；  
to sign the securities certificates issued by the Company; and
- (四) 董事会授予的其他职权。  
to exercise other powers conferred by the Board of Directors.

**第一百七十一条** 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，由半数以上董事共同推举一名董事履行职务。

**Article 171** The vice chairman of the Board of Directors shall assist works of the chairman. If the chairman of the Board of Directors is unable or fails to perform his duties, the vice chairman shall perform such duties; if the vice chairman of the Board of Directors is unable or fails to perform his duties, a Director nominated by more than half of the Directors shall perform such duties.

**第一百七十二条** 董事会每年至少召开 4 次定期会议，由董事长召集，于会议召开 14 日以前书面通知全体董事和监事。

**Article 172** Regular meetings shall be held at least four (4) times each year. Regular meetings shall be convened by the Chairman by serving a notice to all Directors and supervisors at least fourteen (14) days before the proposed date of the meeting.

董事长不能召集、主持会议时，由副董事长召集、主持董事会。

If the chairman of the Board of Directors is unable to convene or preside over the meeting, such meeting shall be convened and presided over by the vice chairman.

**第一百七十三条** 代表 1/10 以上表决权的股东、1/3 以上董事或者监事会、1/2 以上独立董事或总经理提议时；董事长认为必要时；或中国证券监管机构要求时，董事会应召开临时会议。董事长应当自接到提议或中国证券监管部门要求后 10 日内，召集和主持董事会会议。

**Article 173** A special meeting may be convened upon request by shareholders representing more than 10% voting rights, more than one third of all Directors, the Board of Supervisors, more than half of the independent Directors or the general manager of the Company, or may be convened when the chairman of the Board of Directors deems necessary or the securities regulatory institution of China requires. The chairman of the Board of Directors shall convene and preside over a meeting of the Board of Directors within ten (10) days upon receipt of such request or the requirement of the securities regulatory institution of China.

**第一百七十四条** 董事会召开董事会临时会议的通知方式为专人送达、邮件、传真或电话通知；通知时限为会议召开 5 日前。

**Article 174** Notice of special meetings of the Board of Directors may be delivered by hand, e-mail, via facsimile or telephone. Deadline for serving the notices is at least five (5) days in advance.

**第一百七十五条** 董事会会议通知包括以下内容：

**Article 175** A written notice on the meeting of the Board of Directors shall at least include:

- (一) 会议的时间、地点；  
the time and place of the meeting;

- (二) 会议的召开方式;  
the method for holding the meeting;
- (三) 拟审议的事项 (会议提案);  
the matters (proposals) to be deliberated;
- (四) 会议召集人和主持人、临时会议的提议人及其书面提议;  
the convener and the presider of the meeting, the proponent of the special meeting as well as the written proposals;
- (五) 董事表决所必需的会议材料;  
the conference materials necessary for the voting of the Board of Directors;
- (六) 董事应当亲自出席或者委托其他董事代为出席会议的要求;  
the requirement that the Directors shall attend the meeting in person or by entrusting other Directors; and
- (七) 联系人和联系方式。  
the contact person and contact information.

口头会议通知至少应包括上述第(一)、(二)及(三)项内容, 以及情况紧急需要尽快召开董事会临时会议的说明。

An oral notice shall at least include the contents mentioned in the aforesaid items (i), (ii) and (iii) as well as the explanations on holding the special meeting of the Board of Directors under the urgent circumstance.

**第一百七十六条** 董事会会议应当由过半数的董事 (包括按本章程规定, 书面委托其他董事代为出席董事会会议的董事) 出席方可举行。董事会作出决议, 必须经全体董事的过半数通过, 法律、行政法规或本章程另有规定的除外。

**Article 176** Meetings of the Board of Directors shall be held only if more than half of the Directors (including any alternative Director appointed in writing to be present on behalf of other Director pursuant to the Company's Articles of Association) are present. Unless otherwise provided for in laws, administrative regulations or the Company's Articles of Association, a resolution of the Board of Directors must be passed by the majority of the Directors of the Company.

董事会决议的表决, 实行一人一票。当反对票和赞成票相等时, 董事长有权多投一票。

Each Director shall have one (1) vote. Where there is an equality of votes cast both for and against a resolution, the chairman of the Board of Directors shall have another casting vote.

**第一百七十七条** 董事与董事会会议决议事项所涉及的企业有关联关系的, 不得对该项决议行使表决权, 也不得代理其他董事行使表决权。该董事会会议由过半数的无关联关系董事出席即可举行, 董事会会议所作决议须经无关联关系董事过半数通过。出席董事会的无关联董事人数不足 3 人的, 应将该项提交股东大会审议。关联董事的定义和范围根据公司上市地证券监管机构及证券交易所的相关规定确定。

**Article 177** The Director of the Company affiliated with the enterprise involved in the matters discussed by the Board of Directors shall not exercise his own, or represent other Directors to exercise voting right for such matters. The meeting of the Board of Directors may be held once more than half of the unaffiliated Directors will be present. The resolution made by the meeting of the board shall be adopted by more than half of all such Directors. Where there are not more than three (3) unaffiliated Directors present, the relevant matters shall be forwarded to the shareholders' general meeting for deliberation. The definition and scope of affiliated Director shall be determined subject to pertinent provisions of the securities regulatory institution and the stock exchange in the place where the Company goes public.

**第一百七十八条** 董事会决议表决方式为举手或记名投票表决。

**Article 178** Resolutions to be adopted at the meeting of the Board of Directors shall be voted by raising hands or by secret ballot.



董事会临时会议在保障董事充分表达意见的前提下，可以用传真方式进行并作出决议，并由参会董事签字。  
Special meeting of the board of Directors may, under the premise that Directors will be guaranteed to have their opinions fully and thoroughly expressed, be conducted via facsimile and resolutions may be passed thereat, and Directors present shall sign.

**第一百七十九条** 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 179** 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 may, by issuing a written power of attorney on which he will sign or seal, entrust another Director to attend the meeting on his behalf, and the name of such Director entrusted, the matters entrusted, the scope of authorization and the valid period shall be stated in the power of attorney. A Director appointed as a representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authority conferred by the appointing Director. Where a Director is unable to attend a meeting of the Board of Directors, and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.

**第一百八十条** 董事会应当对会议所议事项的决定做成会议记录，出席会议的董事应当在会议记录上签名。

**Article 180** The Board of Directors shall prepare records regarding the resolutions on the matters discussed at the meeting, which shall be signed by the Directors in presence.

董事会会议记录作为公司档案保存，保存期限为 10 年。

Such records regarding the resolutions on the matters discussed at the meeting shall be kept as archives of the Company for ten (10) years.

**第一百八十一条** 董事会会议记录包括以下内容：

**Article 181** The records of meetings of the Board of Directors shall include:

- (一) 会议召开的日期、地点和召集人姓名；  
time and place of the meeting and name of the convener;
- (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；  
name of Directors present at meeting and name of Director (agent) appointed to present the meeting of the Board of Directors on behalf of others;
- (三) 会议议程；  
agenda;
- (四) 董事发言要点（其中应该包括董事提出的任何疑虑或表达的反对意见，如有）；  
essentials of speeches delivered by Directors (including any doubt raised by the Directors or objection expressed by the Directors, if any);
- (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)。  
way of voting and result thereof with respect of each matter to be deliberated (the number of votes for, against or waiver shall be stated in the voting result).

**第一百八十二条** 董事应在董事会决议上签字并对董事会的决议承担责任。董事会决议违反法律、法规或者公司章程、股东大会决议，致使公司遭受损失的，参与决议的董事对公司负赔偿责任。但经证明在表决时曾表明异议并记载于会议记录的，该董事可以免除责任。

**Article 182** The Directors shall sign the minutes of resolutions passed at meetings of the Board of Directors and shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the law, administrative regulation or the Company's Articles of Association or resolution of the shareholders' general meeting, and the Company suffers serious losses as a result





thereof, the Directors who participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director shall be released from such liability.

### 第三节 董事会秘书 Section 3 Secretary to the Board of Directors

**第一百八十三条** 公司设董事会秘书，负责公司股东大会和董事会会议的筹备、文件保管以及公司股东资料管理等事宜。

**Article 183** The Company have a secretary to the Board of Directors , who shall be responsible for the preparation of the sessions of shareholders' general meeting and meetings of the Board of Directors, preservation of documents and management of the information of the Company's shareholders, etc.

董事会秘书是公司高级管理人员，对公司和董事会负责，应遵守法律、行政法规、部门规章及本章程的有关规定。

The secretary to the Board of Directors is a senior officer of the Company and is accountable for the Company and the Board of Directors. He shall observe pertinent provisions of laws, administrative regulations, department rules and the Company's Articles of Association.

**第一百八十四条** 公司应当为董事会秘书履行职责提供便利条件，董事、监事、高级管理人员及公司有关人员应当支持、配合董事会秘书的工作。

**Article 184** The Company shall provide convenient conditions for the secretary to the Board of Directors to perform his duties, and Directors, supervisors, senior management members and related personnel of the Company shall support and coordinate with the works of the secretary to the Board of Directors.

董事会秘书为履行职责有权了解公司的财务和经营情况，公司有关部门和人员应及时提供相关资料和信息。  
The secretary to the Board of Directors shall have the right to know the financial positions and operating results of the Company for performing his duties, and the departments and personnel of the Company concerned shall timely furnished related materials and information thereto.

**第一百八十五条** 董事会秘书应当具备履行职责所必需的财务、管理、法律等专业知识，具有良好的职业道德和个人品质，并取得上海证券交易所颁发的董事会秘书培训合格证书。

**Article 185** The secretary of the Company's Board of Directors shall have the requisite professional knowledge in terms of finance, management and law, possess good professional ethics and personal quality and has been granted with the Certificate of Training for Secretary of Board by Shanghai Stock Exchange.

具有下列情形之一的人士不得担任董事会秘书：

Any of the following persons shall not serve as a secretary to the Board of Directors:

- (一) 《公司法》第一百四十六条规定的任何一种情形；  
any circumstance as provided in article 146 of the *Company Law*;
- (二) 最近三年受到过中国证监会的行政处罚；  
having been subject to the administrative punishment of China Securities Regulatory Commission in the recent year years;
- (三) 最近三年受到过证券交易所公开谴责或者三次以上通报批评；  
Having been publicly censured or criticized by circulating a notice of criticism for more than three (3) times by a stock exchange in the recent three years;
- (四) 本公司现任监事；  
Currently serving as supervisor of the Company; or
- (五) 上海证券交易所认定不适合担任董事会秘书的其他情形。





Other circumstances which Shanghai Stock Exchange deems inappropriate to take the post of secretary to the Board of Directors.

**第一百八十六条** 董事会秘书应当遵守公司章程，承担公司高级管理人员的有关法律责任，对公司负有诚信和勤勉义务，不得利用职权为自己或他人谋取不正当利益。

**Article 186** The secretary to the Board of Directors shall observe the Company's Articles of Association, shoulder related legal liabilities to be shouldered by a senior officer of the Company, have the obligation of good faith and due diligence to the Company and shall not seek illegitimate benefits for himself or others by using his powers and position.

**第一百八十七条** 董事会秘书的职责：

**Article 187** The responsibilities of the secretary to the Board of Directors are to:

- (一) 负责公司信息对外公布，协调公司信息披露事务，组织制定公司信息披露事务管理制度，督促公司和相关信息披露义务人遵守信息披露相关规定；  
administer the public announcement of information of the Company, coordinate with the information disclosure issues, organize the formulation of an information disclosure management system for the Company, and urge the Company and related information disclosure obligor to observe related provisions governing information disclosure;
- (二) 负责投资者关系管理，协调公司与证券监管机构、投资者、证券服务机构、媒体等之间的信息沟通；  
administer investor relations, coordinate the information communication among the Company and the securities regulatory institution, investors, security service agencies and the medias;
- (三) 组织筹备董事会会议和股东大会会议，参加股东大会会议、董事会会议、监事会会议及高级管理人员相关会议，负责董事会会议记录工作并签字  
organize and prepare meetings of the Board of Directors and shareholders' general meetings, participate in the shareholders' general meetings, meetings of the Board of Directors and that of the Board of Supervisors and meetings involving senior management members, and be responsible for recording minutes of the meetings of the Board of Directors and signing thereon;
- (四) 负责公司信息披露的保密工作，在未公开重大信息泄露时，及时向上海证券交易所报告并披露；  
administer the confidentiality of the disclosure of information and, when no significant information divulgement is announced, timely report to Shanghai Stock Exchange and make disclosure;
- (五) 关注媒体报道并主动求证报道的真实性，督促公司董事会及时回复本所问询；  
Pore over press coverage and initiatively seek confirmation of the authenticity of such coverage, urge the Board of Directors to timely reply queries of the Exchange;
- (六) 组织公司董事、监事和高级管理人员进行相关法律、行政法规、本规则及相关规定的培训，协助前述人员了解各自在信息披露中的职责；  
organize trainings for Directors, supervisors and senior management members of the Company in respect of pertinent laws, administrative regulations, these Rules and other related regulations, assist them in finding out their respective duties in terms of information disclosure;
- (七) 知悉公司董事、监事和高级管理人员违反法律、行政法规、部门规章、其他规范性文件、本规则、本所其他规定和公司章程时，或者公司作出或可能作出违反相关规定的决策时，应当提醒相关人员，并立即向上海证券交易所报告；  
when becoming aware of that any Director, supervisor or senior officer of the Company violates laws, administrative regulations, department rules, other normative documents, these Rules, other stipulations of the Exchange or its Articles of Association, or when the Company makes or may possibly make a decision in violation of pertinent provisions, he shall remind related personnel and report it to Shanghai Stock Exchange forthwith;



- (八) 负责公司股权管理事务，保管公司董事、监事、高级管理人员、控股股东及其董事、监事、高级管理人员持有本公司股份的资料，并负责披露公司董事、监事、高级管理人员持股变动情况；  
carry out the Company's equity administration matters, maintain materials setting forth the holding of the Company's shares by the Company's Directors, supervisors, senior management members, controlling shareholders and such shareholders' Directors, supervisors and senior management members, and disclose any change in shareholding by the Company's Directors, supervisors and senior management members;
- (九) 保证公司有完整的组织文件和记录；  
ensure the Company safekeep complete organizational files and records;
- (十) 确保公司依法准备和递交有权机构要求的报告和文件；  
ensure that the Company prepare and deliver, in accordance with law, the reports and documents required by competent authorities;
- (十一) 保证公司的股东名册妥善设立，保证有权得到公司有关记录和文件的人及时得到有关记录和文件。  
ensure proper establishment of the register of shareholders of the Company, and ensure persons entitled to obtain related records and documents of the Company timely obtain such records and documents; and
- (十二) 《公司法》、中国证监会和上海证券交易所要求履行的其他职责。  
perform other duties as required by the Company Law, China Securities Regulatory Commission and Shanghai Stock Exchange.

**第一百八十八条** 董事会秘书由董事长提名，经董事会聘任或者解聘。董事兼任董事会秘书的，如某一行为需由董事、董事会秘书分别作出时，则该兼任董事及公司董事会秘书的人不得以双重身份作出。

**Article 188** The secretary of the Board of Directors shall be nominated by the chairman of the Board of Directors and appointed or removed by the Board of Directors. Where the office of secretary is held concurrently by a Director, and an act is required to be conducted by a Director and a secretary separately, the person who holds the offices of Director and secretary may not perform such act in a dual capacity.

**第一百八十九条** 公司解聘董事会秘书应当具有充分理由，不得无故将其解聘。

**Article 189** Removal decision made to the secretary to the Board of Directors by the Company shall be adequate and reasonable, and any removal without any reason is prohibited.

**第一百九十条** 董事会秘书有以下情形之一的，公司应当自事实发生之日起在 1 个月内解聘董事会秘书：

**Article 190** Where the secretary to the Board of Directors has any of the following circumstances, the Company shall, within one (1) month upon occurrence of such circumstance, remove the secretary to the Board of Directors:

- (一) 连续 3 个月以上不能履行职责；  
failing to perform his duties for three (3) consecutive months or more;
- (二) 在执行职务时出现重大错误或疏漏，给公司造成重大损失；  
having gross errors or omissions in performing duties and causing heavy losses to the Company;  
or
- (三) 违反国家法律、法规、规章和公司章程，给公司造成重大损失。  
violating laws, regulations and rules of the State or the Company's Articles of Association and thus causing heavy losses to the Company.

**第一百九十一条** 公司应当在聘任董事会秘书时与其签订保密协议，要求其承诺在任职期间以及在离任后持续履行保密义务直至有关信息披露为止，但涉及公司违法违规的信息除外。

**Article 191** The Company shall enter into a non-disclosure agreement with the secretary to the Board of

Directors at the time when he is appointed, and request him promising to perform his duty of confidentiality during or beyond his term of office until such information being disclosed, save the disclosure of information on unlawful or irregular acts of the Company.

董事会秘书离任前，应当接受董事会、监事会的离任审查，在公司监事会的监督下移交有关档案文件、正在办理或待办事项。

The secretary to the Board of Directors shall receive the post-leaving audit launched by the Board of Directors and the Board of Supervisors prior to his post-leaving, and hand over related archives, matters in progress or matters to be handled under the supervision of the Board of Supervisors.

**第一百九十二条** 公司董事会秘书空缺期间，董事会应当指定一名董事或高级管理人员代行董事会秘书的职责。公司必须在原任董事会秘书离职后 3 个月内正式聘任董事会秘书。

**Article 192** The Board of Directors shall, during the vacancy of the secretary to the Board of Directors, appoint a Director or senior officer to perform duties of the secretary to the Board of Directors on his behalf. The Company must formally appoint a new secretary to the Board of Directors within three (3) months upon removal of the former secretary.

**第一百九十三条** 公司董事或者其他高级管理人员可以兼任公司董事会秘书。公司聘请的会计师事务所的会计师不得兼任公司董事会秘书。

**Article 193** A Director or other senior officer of the Company may also act as the secretary to the Board of Directors. An accountant of the accountancy firm retained by the Company shall not act as the secretary to the Board of Directors.

当公司董事会秘书由董事兼任时，如某一行为应当由董事及公司董事会秘书分别作出，则该兼任董事及公司董事会秘书的人不得以双重身份作出。

Where the office of secretary is held concurrently by a Director, and an act is required to be conducted by a Director and a secretary separately, the person who holds the offices of Director and secretary may not perform such act in a dual capacity.

#### 第四节 董事会专门委员会

#### Section 4 Special Committee of the Board of Directors

**第一百九十四条** 公司董事会设立战略与可持续发展、审计与风险管理、提名、薪酬与考核等专门委员会。专门委员会成员全部由董事组成，其中审计与风险管理委员会、提名委员会、薪酬与考核委员会中独立董事应占多数并担任召集人，审计与风险管理委员会的召集人为会计专业人士。董事会负责制定专门委员会工作规程，规范专门委员会的运作。

**Article 194** The Company's Board of Directors shall have special committees, namely, the strategy and sustainable development committee, the audit and risk management committee, the nomination committee, the remuneration committee and the assessment committee. The special committees are fully composed of Directors, and in the audit and risk management committee, the nomination committee, the remuneration committee and the assessment committee the independent Directors shall be in the majority and shall act as the convener. The convener of the audit and risk management committee shall be an accounting professional. The Board is responsible for formulating working rules, to standardize the operation of of the special committees.

**第一百九十五条** 战略与可持续发展委员会的主要职责是：

**Article 195** The primary responsibilities of the strategy committee and sustainable development are:

- (一) 对公司长期发展战略和重大投资决策进行研究并提出建议；  
to study the long-term development strategies and key investment decisions of the Company and table proposals;
- (二) 对《公司章程》规定须经董事会批准的重大投资融资方案进行研究并提出建议；  
to study and table proposals on major investment and financing plans that are required to be



approved by the Board of Directors under the Articles of Association;

- (三) 对《公司章程》规定须经董事会批准的重大资本运作、资产经营项目进行研究并提出建议;  
to study and table proposals on major capital operation and asset management projects that are required to be approved by the Board of Directors under the Articles of Association;
- (四) 对其他影响公司发展的重大事项进行研究并提出建议;  
to study and table proposals on other major matters affecting the development of the Company;
- (五) 对以上事项的实施进行检查;  
to conduct inspections on the implementation of the above matters;
- (六) 对公司的可持续发展战略、规划及方案进行研究并提出建议, 协助董事会履行其关于可持续发展管理职责;  
to study and table proposals on the Company's sustainable development strategies, plans and programmes, and to assist the Board in discharging its responsibilities regarding sustainable development management; and
- (七) 董事会授权的其他事宜。  
to handle other matters as authorised by the Board.

**第一百九十六条** 审计与风险管理委员会的主要职责是:

**Article 196** The primary responsibilities of the audit and risk management committee are to:

- (一) 提议聘请或更换外部审计机构;  
propose to retain or replace an external auditing office;
- (二) 监督公司的内部审计制度及其实施;  
supervise the internal auditing system of the Company and its implementation;
- (三) 负责内部审计与外部审计之间的沟通;  
take charge of the communication between internal auditors and external auditors;
- (四) 监督公司的风险管理制度及其实施;  
supervise the risk management system of the Company and its implementation;
- (五) 审核公司的财务信息及其披露;  
audit financial information of the Company and its disclosure;
- (六) 审查公司的内控制度;  
audit the internal control system of the Company; and
- (七) 董事会授权的其他事宜。  
perform other matters authorized by the Board of Directors.

**第一百九十七条** 提名委员会的主要职责是:

**Article 197** The primary responsibilities of the nomination committee are to:

- (一) 研究董事、总经理人员的选择标准和程序并提出建议;  
work over the selection standards and procedures for Directors and general manager and table proposals;
- (二) 广泛搜寻合格的董事和总经理人员的人选;  
widely seek qualified candidates of Directors and that of the general manager;
- (三) 对董事候选人和总经理人选进行审查并提出建议;  
examine the candidate of Director and that of the general manager and make suggestions; and



(四) 董事会授权的其他事宜。  
perform other matters authorized by the Board of Directors.

**第一百九十八条** 薪酬与考核委员会的主要职责是：

**Article 198** The primary responsibilities of the remuneration and assessment committees are to:

- (一) 研究董事与总经理人员考核的标准，进行考核并提出建议；  
work out the assessment standards for Directors and the general manager, make assessment and table proposals;
- (二) 研究和审查董事、高级管理人员的薪酬政策与方案；  
study and examine the remuneration policies and proposals for Directors and senior management members; and
- (三) 董事会授权的其他事宜。  
perform other matters authorized by the Board of Directors.

**第一百九十九条** 各专门委员会可以聘请中介机构提供专业意见，有关费用由公司承担。

**Article 199** Each special committee may engage an intermediary to provide professional suggestions, and expenses incurred thereby shall be borne by the Company.

**第二百条** 各专门委员会对董事会负责，各专门委员会的提案应提交董事会审查决定。

**Article 200** Each special committee shall be accountable for the Board of Directors, and submit their proposals to the Board of Directors for examination.

## 第九章 总经理及其他高级管理人员

### Chapter 9 General Manager and Other Senior Management Members

**第二百零一条** 公司设总经理 1 名，由董事会聘任或解聘。公司设副总经理若干名，财务总监 1 名，由总经理提名经董事会决议聘任或解聘。

**Article 201** The Company shall have one (1) general manager, who shall be appointed or dismissed by the Board of Directors. The Company shall have several vice general manager and one (1) CFO, who shall be nominated by the general manager, and shall be appointed or dismissed by the Board of Directors.

公司总经理、副总经理、财务总监、董事会秘书为公司高级管理人员。

The general manager, vice general manager, CFO and secretary to the Board of Directors shall serve as senior management members of the Company.

**第二百零二条** 在公司控股股东、实际控制人单位担任除董事、监事以外其他职务的人员，不得担任公司的高级管理人员。

**Article 202** Any person working in the controlling shareholder or actual controller of the Company other than as a Director or supervisor shall not serve as a senior management member of the Company.

公司高级管理人员仅在公司领薪，不由控股股东、实际控制人代发薪水。

Senior management members of the Company is paid only at the Company and is not paid by the controlling shareholder or effective controller on its behalf.

**第二百零三条** 总经理每届任期 3 年，连聘可以连任。

**Article 203** The term of office of the general manager shall be three (3) years, renewable upon re-appointment.

**第二百零四条** 总经理对董事会负责，行使下列职权：

**Article 204** The general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:





- (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；  
to be in charge of the Company's production, operation and management, and to organize the implementation of the resolutions of the Board of Directors and report on works to the Board of Directors;
- (二) 组织实施公司年度经营计划和投资方案；  
to organize the implementation of the Company's annual business plan and investment proposals;
- (三) 拟订公司内部管理机构设置方案；  
to draft plans for the establishment of the Company's internal management structure;
- (四) 拟订公司的基本管理制度；  
to draft the Company's basic management system;
- (五) 制定公司的具体规章；  
to formulate specific rules and regulations for the Company;
- (六) 提请董事会聘任或者解聘公司副总经理、财务负责人；  
to propose the appointment or dismissal by the Board of Directors of the Company's vice general manager and CFO;
- (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；  
to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors;
- (八) 本章程或董事会授予的其他职权。  
other powers conferred by the Company's Articles of Association or the Board of Directors.

总经理列席董事会会议。非董事经理在董事会会议上没有表决权。

The general manager shall attend meetings of the Board of Directors. A manager who is not a Director shall not have any voting rights at board meetings.

**第二百零五条** 总经理应制订总经理工作细则，报董事会批准后实施。

**Article 205** The general manager shall formulate working rules of the general manager, and shall be implemented after being approved by the Board of Directors.

总经理工作细则包括以下内容：

The working rules of the general manager shall cover the following:

- (一) 总经理会议召开的条件、程序和参加的人员；  
specifying conditions, procedure and participants of the 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；  
responsibilities and work allocation of the general manager and other senior management members of the Company,
- (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；  
use of funds and assets of the Company, scope of authorization to enter into contracts and reporting policies regarding the Board of Directors and the Board of Supervisors; and
- (四) 董事会认为必要的其他事项。  
other matters which the Board of Directors deems necessary.

**第二百零六条** 公司经理在行使职权时，应当根据法律、行政法规和公司章程的规定，履行诚信和勤勉的义务。

**Article 206** The managers of the Company, in performing their functions and powers, shall act honestly and diligently and in accordance with law, administrative regulation and the Company's Articles of



Association.

本章程第一百五十四条关于董事的忠实义务和第一百五十五条第（四）项、第（五）项、第（六）项关于董事勤勉义务的规定，同时适用于高级管理人员。

The provisions of Article 154 hereof regarding the duty of loyalty of Directors and Article 155(4), (5) and (6) hereof regarding the duty of diligence of Directors shall also apply to senior management.

公司高级管理人员应当忠实履行职务，维护公司和全体股东的最大利益。公司高级管理人员因未能忠实履行职务或违背诚信义务，给公司和社会公众股股东的利益造成损害的，应当依法承担赔偿责任。

Senior management of the Company shall faithfully perform their duties in the best interests of the Company and all shareholders. A senior management member of the Company shall be liable for indemnification in accordance with the law if he/she fails to faithfully perform his/her duties or breach the duty of good faith and therefore causes damage to the interests of the Company and the shareholders of public float.

**第二百零七条** 总经理可以在任期届满以前提出辞职。有关总经理辞职的具体程序和办法由总经理与公司之间的聘任合同规定。

**Article 207** The general manager may resign before expiry of his term of office. The specific procedures and methods for the resignation of the general manager shall be specified in the employment contract concluded by the general manager and the Company.

**第二百零八条** 总经理和其他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 208** If the general manager or other senior officer violates laws, administrative regulations, department rules or the Company's Articles of Association when performing his duties in the Company, such general manager or senior officer shall indemnify the Company against losses incurred due to such violation.

## 第十章 监事会 Chapter 10 Board of Supervisors

### 第一节 监事 Section 1 Supervisors

**第二百零九条** 董事、总经理和其他高级管理人员不得兼任监事。

**Article 209** The Directors, general manager and other senior management members of the Company shall not act concurrently as supervisors.

**第二百一十条** 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 210** The supervisors shall observe laws, administrative regulations and the Company's Articles of Association. They shall shoulder the duties of loyalty and due diligence to the Company, and shall not accept any bribery or other illegal income by using his powers and position, or seize the assets of the Company in any manner.

**第二百一十一条** 监事每届任期 3 年，任期届满，连选可以连任。

**Article 211** Each supervisor shall serve for a term of three (3) years, which term is renewable upon reelection upon expiry.

**第二百一十二条** 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。

**Article 212** If no new supervisor is elected after the term of a supervisor expires, or the number of members of the Board of Supervisors is less than the quorum due to any supervisor's resignation during



his term of office, the relevant supervisor shall continue to perform his duties as a supervisor in accordance with laws, administrative regulations and the Company's Articles of Association until a new supervisor is elected.

**第二百一十三条** 监事应当保证公司披露的信息真实、准确、完整，并对定期报告签署书面确认意见。

**Article 213** A supervisor shall ensure that information disclosed by the Company is true, accurate and complete, and sign written confirmation comments with respect to regular reports of the Company.

**第二百一十四条** 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 214** Supervisors shall attend meetings of the Board of Directors and may raise queries or proposals regarding matters discussed at such meetings.

**第二百一十五条** 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 215** A supervisor shall not take advantage of his connection with the Company to harm interests of the Company and shall indemnify the Company against losses caused thereby.

**第二百一十六条** 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 216** If a supervisor violates laws, administrative regulations, department rules or the Company's Articles of Association when performing his duties in the Company, such supervisor shall indemnify the Company against losses incurred due to such violation.

**第二百一十七条** 监事会行使职权时聘请律师、注册会计师、执业审计师等专业人员所发生的合理费用，应当由公司承担。

**Article 217** All reasonable fees incurred in the employment of professionals such as lawyers, certified public accountants or practicing auditors which are required by the Board of Supervisors in the exercise of its functions and powers shall be borne by the Company.

## 第二节 监事会

### Section 2 Board of Supervisors

**第二百一十八条** 公司设监事会。监事会由 3 名监事组成，监事会设主席 1 人。监事会主席的任免，应当经三分之二以上（含三分之二）监事会成员表决通过。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，由半数以上监事共同推举一名监事召集和主持监事会会议。

**Article 218** The Company shall have a Board of Supervisors. The Board of Supervisors shall be composed of three (3) supervisors. One of the members of the Board of Supervisors shall act as the chairman. The election or removal of the chairman of the Board of Supervisors shall be determined by two-thirds or more of the members of the Board of Supervisors. The meetings of the Board of Supervisors convened by the Board of Supervisors on its own initiative shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, such meeting shall be convened and presided over by a supervisor nominated by more than half of the 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和罢免。

The Board of Supervisors shall comprise supervisors who represent the shareholders and a proper proportion of supervisors who represent the employees, and the proportion accounted for by the later shall be 1/3 or more. The supervisors who represent the employees shall be democratically elected and removed by employees of the Company via the workers conference, general membership meeting or other means.

**第二百一十九条** 监事会向股东大会负责，并依法行使下列职权：

**Article 219** The Board of Supervisors shall be accountable to the shareholders in a general meeting, and shall exercise the following functions and powers in accordance with law:



- (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;  
examine regular reports prepared by the Board of Directors and propose written examination suggestions;
- (二) 检查公司财务;  
to review the Company's financial position;
- (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;  
to supervise the Directors and senior management members' acts in performing duties of the Company, propose a removal of any Director or senior officer in violation of any laws, administrative regulations, the Company's Articles of Association or resolution adopted at the shareholders' general 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;  
to demand any Director or senior officer who acts in a manner which is harmful to the Company's interest to rectify such behavior;
- (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;  
to propose to convene a shareholders' extraordinary general meeting, and to convene and preside over shareholders' general meetings where the Board of Directors fails to perform its duty to do so as required by the *Company Law*;
- (六) 向股东大会提出提案;  
to submit proposals to shareholders' general meetings;
- (七) 代表公司与董事交涉或依照《公司法》第一百五十二条的规定,对董事、高级管理人员提起诉讼;  
to represent the Company in negotiations with, or to initiate legal proceedings against any Director or senior officer according to 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;  
to identify unusual operation of the Company and to engage an accountancy firm, a law firm or any professional organization to investigate when necessary at the cost of the Company; and
- (九) 核对董事会拟提交股东大会的财务报告、营业报告和利润分配方案等财务资料,发现疑问的,可以公司名义委托注册会计师、执业审计师帮助复审;  
to check the financial information, such as the financial report, business report and plans for distribution of profits to be submitted by the Board of Directors to the shareholders' general meetings, and to authorize in the Company's name, public certified accountants and licensed auditors to assist in the re-examination of such information, should any doubt arise in respect thereof; and
- (十) 公司章程规定的其他职权。  
such other functions and powers as provided by the Company's Articles of association.

**第二百二十条** 监事会应制定规范的监事会议事规则,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监督力度。

**Article 220** The Board of Supervisors shall formulate procedural rules to be followed at meetings of the Board of Supervisors, specify the method for conducting business and the voting procedures of the Board of Supervisors, so as to ensure the working efficiency and supervisory strength of the Board of Supervisors.

**第二百二十一条** 监事会每 6 个月至少召开一次会议,会议通知应当在会议召开 10 日以前通知全体监事。



监事会可以召开临时监事会会议，临时会议可以以传真、邮件或专人送达等方式于会议召开前 5 日通知全体监事。

**Article 221** Meetings of the Board of Supervisors shall be held at least once every six (6) months. A notice of meeting shall be served to all supervisors ten (10) days prior to the holding of such meeting. The Board of Supervisors may convene an extraordinary meeting of the Board of Supervisors, and a notice in respect thereof shall be served to all supervisors five (5) days prior to the holding of such meeting via facsimile, e-mail or by hand.

**第二百二十二条** 监事会会议通知包括以下内容：

**Article 222** Notice of the meeting of the Board of Supervisors shall include:

- (一) 举行会议的日期、地点和会议期限；  
the date, place and duration of the meeting
- (二) 事由及议题；  
particulars of a matter and the matters to be discussed; and
- (三) 发出通知的日期。  
the date when the notice is given.

### 第三节 监事会决议

## Section 3 Resolution of the Board of Supervisors

**第二百二十三条** 监事会会议应由监事本人亲自出席，监事因故不能亲自出席时，可委托其他监事代为出席，委托书应明确代理事项和权限。

**Article 223** The supervisors shall be present in person the meetings of the Board of Supervisors. Where a supervisor is unable to be present for certain reason, he may entrust another supervisor to be present on his behalf, and the matters concerned and the limit of authorization shall be set out in the power of attorney.

监事会会议应当半数以上监事出席方可举行，每一监事享有一票表决权。监事会做出决议，应当由三分之二以上（含三分之二）监事会成员表决通过。

The meeting of the Board of Supervisors can only be convened when more than half of the supervisors attend. Each supervisor shall have one (1) vote. A resolution of the Board of Supervisors must be passed by two thirds or more of the members of the Board of Supervisors.

**第二百二十四条** 监事会会议应有记录，出席会议的监事和记录人，应当在会议记录上签名。监事有权要求在记录上对其在会议上的发言作出某种说明性记载。监事会会议记录作为公司档案由董事会秘书保存。监事会会议记录的保管期为 10 年。

**Article 224** Minutes shall be made for the meeting of the Board of Supervisors, and supervisors and recorder present at the meeting shall sign thereon. Each supervisor shall have the right to request for an explanation of his comments made at the meetings to be noted in the minutes. Such minutes shall be kept by the secretary to the Board of Directors as records of the Company for ten (10) years.

## 第十一章 公司董事、监事、高级管理人员的资格和义务

### Chapter 11 Qualifications and Duties of the Directors, Supervisors and Senior Management Members of the Company

**第二百二十五条** 有下列情况之一的，不得担任公司的董事、监事、总经理或者其他高级管理人员：

**Article 225** No one shall be a Director, supervisor, general manager or other senior officer of the Company if subject to any of the following circumstances:

- (一) 无民事行为能力或者限制民事行为能力；





being without civil capacity or having limited civil capacity;

- (二) 因犯有贪污、贿赂、侵占财产、挪用财产罪或者破坏社会经济秩序罪，被判处刑罚，执行期满未逾五年，或者因犯罪被剥夺政治权利，执行期满未逾五年；  
having been penalized or sentenced due to an offence of corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy, or having been deprived of political rights due to the committing of any crime, and in each case, five (5) years not having elapsed since the completion of the relevant penalty, sentence or deprivation;
- (三) 担任因经营管理不善破产清算的公司、企业的董事或者厂长、经理，并对该公司、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三年；  
having been a former Director, factory Director or manager of a company or enterprise which had been bankrupt and liquidated whereby such person was personally liable for the bankruptcy of such company or enterprise, and three (3) years not having elapsed since the date of completion of the liquidation of the company or enterprise;
- (四) 担任因违法被吊销营业执照的公司、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三年；  
having been the legal representative of a company or enterprise whose business license was revoked due to violation of laws whereby such person was personally liable, and three (3) years not having elapsed since the date of revocation of the business license of the company or enterprise;
- (五) 个人所负数额较大的债务到期未清偿；  
being a debtor personally liable for a relatively large debt which has not been paid as it fell due;
- (六) 因触犯刑法被司法机关立案调查，尚未结案；  
having been subject to an investigation by judicial authorities for criminal offences, and such investigation not having come to an end;
- (七) 法律、行政法规规定不能担任企业领导；  
being banned from being senior management of enterprises by laws and regulations;
- (八) 非自然人；  
being a non-natural person;
- (九) 被中国证监会采取证券市场禁入措施，期限未满的；  
having been banned from entering the market by financial regulators, and five (5) years not having elapsed since the last date of the ban; and
- (十) 被有关监管机构裁定违反有关证券法规的规定，且涉及有欺诈或者不诚实的行为，自该裁定之日起未逾五年。  
having been adjudged by the relevant competent authorities of violations of relevant securities laws which involves fraud or dishonesty, and five (5) years not having elapsed since the date of the judgment;

**第二百二十六条** 公司董事、高级管理人员代表公司的行为对善意第三人的有效性，不因其在职、选举或者资格上有任何不合规行为而受影响。

**Article 226** The validity of an act carried out by a Director or senior officer of the Company on its behalf, as against a bona fide third party, shall not be affected by any irregularity in his office, election or any defect in his qualification.

**第二百二十七条** 除法律、行政法规或者公司股票上市的证券交易所的上市规则要求的义务外，公司董事、监事、总经理和其他高级管理人员在行使公司赋予他们的职权时，还应当对每个股东负有下列义务：

**Article 227** In addition to the obligations imposed by laws, administrative regulations or the listing rules



of the securities exchange on which shares of the Company are listed, each of the Company's Directors, supervisors, general manager and other senior management members owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:

- (一) 不得使公司超越其营业执照规定的营业范围;  
not to cause the Company to exceed the scope of business stipulated in its business license;
- (二) 应当真诚地以公司最大利益为出发点行事;  
to act honestly and in the best interests of the Company;
- (三) 不得以任何形式剥夺公司财产, 包括(但不限于)对公司有利的机会;  
not to expropriate the Company's property in any way, including (without limitation) usurpation of opportunities which benefit the Company;
- (四) 不得剥夺股东的个人权益, 包括(但不限于)分配权、表决权, 但不包括根据公司章程提交股东大会通过的公司改组。  
Not to expropriate the individual rights of shareholders, including (without limitation) rights to distributions and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with the Company's Articles of Association.

**第二百二十八条** 公司董事、监事、总经理和其他高级管理人员都有责任在行使其权利或者履行其义务时, 以一个合理的谨慎的人在相似情形下所应表现的谨慎、勤勉和技能为其所应为的行为。

**Article 228** Each of the Company's Directors, supervisors, general manager and other senior management members owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**第二百二十九条** 公司董事、监事、总经理和其他高级管理人员在履行职责时, 必须遵守诚信原则, 不当置自己于自身的利益与承担的义务可能发生冲突的处境。此原则包括(但不限于)履行下列义务:

**Article 229** Each of the Company's Directors, supervisors, general manager and other senior management members shall exercise his power or perform his duties in accordance with fiduciary principles; and shall not put himself in a position where his duty and his interest may conflict. These principles include (without limitation):

- (一) 真诚地以公司最大利益为出发点行事;  
to act honestly in the best interest of the Company;
- (二) 在其职权范围内行使权力, 不得越权;  
to act within the scope of its powers and not to exceed such powers;
- (三) 亲自行使所赋予他的酌量处理权, 不得受他人操纵; 非经法律、行政法规允许或者得到股东大会在知情的情况下的同意, 不得将其酌量处理权转给他人行使;  
to exercise his proportional decision power in person without being subject to the manipulations of other persons, and not to transfer such power to other persons unless permitted by law or administrative regulation or approved by the shareholders with full knowledge at the general meeting;
- (四) 对同类别的股东应当平等, 对不同类别的股东应当公平;  
to treat shareholders of the same class with equality, and different classes with fairness;
- (五) 除公司章程另有规定或者由股东大会在知情的情况下另有批准外, 不得与公司订立合同、交易或者安排;  
not to enter into contracts or conduct transactions or make arrangements with the Company unless otherwise provided by the Company's Articles of Association or approved by the shareholders with



full knowledge at the general meeting;

- (六) 未经股东大会在知情的情况下同意，不得以任何形式利用公司财产为自己谋取利益；  
not to employ the Company's assets in any way so as to pursue interests for himself unless approved by the shareholders with full knowledge at the general meeting;
- (七) 不得利用职权收受贿赂或者其他非法收入，不得以任何形式侵占公司的财产，包括（但不限于）对公司有利的机会；  
not to accept any bribery or other illegal income by using his powers and position, and seize the assets of the Company in any manner, including (but not limited to) opportunities beneficial to the Company;
- (八) 未经股东大会在知情的情况下同意，不得接受与公司交易有关的佣金；  
not to accept commissions relating to the transactions of the Company, without the approval of the shareholders with full knowledge at the general meeting;
- (九) 遵守公司章程，忠实履行职责，维护公司利益，不得利用其在公司的地位和职权为自己谋取私利；  
to obey the Company's Articles of Association, perform his duties honestly and faithfully, protect the Company's interests, and not to pursue his personal gain by taking advantage of his powers and positions at the Company;
- (十) 未经股东大会在知情的情况下同意，不得以任何形式与公司竞争；  
not to compete with the Company in any way unless approved by the shareholders with full knowledge at the general meeting;
- (十一) 不得挪用公司资金或者将公司资金借贷给他人，不得将公司资产以其个人名义或者以其他名义开立帐户存储，不得以公司资产为本公司的股东或者其他个人债务提供担保；  
not to misappropriate the funds of the Company or lend the funds of the Company to other persons, open accounts in his own or another individual's name for deposit of the Company's assets, or use Company's assets as security for the debts of the shareholders of the Company or other individuals;
- (十二) 未经股东大会在知情的情况下同意，不得泄露其在任职期间所获得的涉及本公司的机密信息；除非以公司利益为目的，亦不得利用该信息；但是，在下列情况下，可以向法院或者其他政府主管机构披露该信息：  
not to divulge the confidential information relating to the Company received during his term of office, unless approved by the shareholders with full knowledge at the general meeting; and not to use such information unless for the purpose of the Company's interests; however, to be allowed to disclose such information to a court of law or other governing authorities under the following circumstances:
- 1、 法律有规定；  
as prescribed by law;
  - 2、 公众利益有要求；  
as required for the purpose of public interest;
  - 3、 该董事、监事、总经理和其他高级管理人员本身的利益有要求。  
as required for the purpose of such Director's, supervisor's, general manager's or other senior management members' own interests.

董事和高级管理人员违反本条规定所得的收入，应当归公司所有。  
The proceeds obtained by the Directors and senior management members in violation of this article shall belong to the Company.

**第二百三十条** 公司董事、监事、总经理和其他高级管理人员，不得指使下列人员或者机构（“相关人”）作



出董事、监事、总经理和其他高级管理人员不能作的事：

**Article 230** Directors, supervisors, general manager and other senior management members of the Company shall not direct the following persons or organizations (“Associates”) to engage in activities prohibited for Directors, supervisors, general manager and other senior management members of the Company:

- (一) 公司董事、监事、总经理和其他高级管理人员的配偶或者未成年子女；  
spouses or underage children of Directors, supervisors, general manager or other senior management members of the Company;
- (二) 公司董事、监事、总经理和其他高级管理人员或者本条（一）项所述人员的信托人；  
trustors of Directors, supervisors, general manager or other senior management members of the Company or of such persons as described in item (i) of this Article;
- (三) 公司董事、监事、总经理和其他高级管理人员或者本条（一）、（二）项所述人员的合伙人；  
partners of Directors, supervisors, general manager or other senior management members of the Company or of such persons as described in item (i) or (ii) of this Article;
- (四) 由公司董事、监事、总经理和其他高级管理人员在事实上单独控制的公司，或者与本条（一）、（二）、（三）项所提及的人员或者公司其他董事、监事、总经理和其他高级管理人员在事实上共同控制的公司；  
company (companies) which a Director, supervisor, general manager or any other senior officer of the Company has de facto single control over or joint control over with such persons as described in item (i), (ii) or (iii) of this Article or other Directors, supervisors, general manager or other senior management members of the Company; and
- (五) 本条（四）项所指被控制的公司的董事、监事、总经理和其他高级管理人员。  
Directors, supervisors, general manager and other senior management members of the company (companies) referred to by item (iv) of this Article

**第二百三十一条** 公司董事、监事、总经理和其他高级管理人员所负的诚信义务不一定因其任期结束而终止，其对公司商业秘密保密的义务在其任期结束后仍有效。其他义务的持续期应当根据公平的原则决定，取决于事件发生时与离任之间时间的长短，以及与公司的关系在何种情形和条件下结束。

**Article 231** The fiduciary duty of a Director, supervisor, general manager and any other senior officer of the Company may not necessarily cease upon the conclusion of his term, their obligations to keep confidential the business secrets of the Company shall survive the conclusion of his term. The duration of the other obligations and duties shall be determined in accordance with the principle of fairness, taking into account of the lapse between the time when he leaves the office and the occurrence of the relevant event, and the situation and the circumstances and terms under which his relation with the Company was ended.

**第二百三十二条** 公司董事、监事、总经理和其他高级管理人员因违反某项具体义务所负的责任，可以由股东大会在知情的情况下解除，但是本章程第六十五条所规定的情形除外。

**Article 232** The shareholders with full knowledge of the relevant circumstances may at the general meeting relieve a Director, supervisor, general manager and any other senior officer of the Company of his liability as a result of his violation of any specific duty, save as by Article 65 of the Company's Articles of Association.

**第二百三十三条** 公司董事、监事、总经理和其他高级管理人员，直接或者间接与公司已订立的或者计划中的合同、交易、安排有重要利害关系时（公司与董事、监事、总经理和其他高级管理人员的聘任合同除外），不论有关事项在正常情况下是否需要董事会批准同意，均应当尽快向董事会披露其利害关系的性质和程度。

**Article 233** A Director, supervisor, general manager and any other senior officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that are being





planned or have already been concluded by the Company (save the contracts of employment between the Directors, supervisors, general manager or other senior management members and the Company), shall, as soon as possible, disclose to the Board of Directors the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board of Directors.

除香港联交所批准的公司章程所特别指明的情况（如有）外，董事不得就任何通过其本人或其任何联系人拥有重大权益的合约或安排或任何其他建议的董事会决议进行投票；在确定是否有法定人数出席董事会会议时，其本人亦不得点算在内。

In addition to the circumstances (if any) particularly prescribed in the Company's Articles of Association with approval of the Stock Exchange of Hong Kong Limited, the Director may not vote any resolution of the Board of Directors with respect to any contract or arrangement or any other suggestion which has substantial interests via himself or any of his contact person. When determining whether the number of persons present at the meeting of the Board of Directors reach the quorum, the said Director may not be counted as part of the quorum.

除非有利害关系的公司董事、监事、总经理和其他高级管理人员按照本条第一款的要求向董事会做了披露，并且董事会在不将其计入法定人数，亦未参加表决的会议上批准了该事项，公司有权撤销该合同、交易或者安排，但在对方是对有关董事、监事、总经理和其他高级管理人员违反其义务的行为不知情的善意当事人的情形下除外。

Unless the interested Directors, supervisors, general manager or other senior management members of the Company have made such disclosure to the Board of Directors as required by the preceding paragraph of this Article, and the relevant matter has been approved by the Board of Directors at the board's meeting where such Directors, supervisors, general manager or other senior management members have not been counted as part of the quorum and voted thereat, the Company shall be entitled to cancel such contracts, transactions, or arrangements, except as to any other party which is a bona fide party without knowledge of the violation of duties on the part of such Directors, supervisors, general manager and other senior management members.

公司董事、监事、总经理和其他高级管理人员的相关人与某合同、交易、安排有利害关系的，有关董事、监事、总经理和其他高级管理人员也应被视为有利害关系。

Where the Associates of the Directors, supervisors, general manager and other senior management members of the Company have interests in such contracts, transactions or arrangements, such Directors, supervisors, general manager and other senior management members shall also be deemed to be interested.

**第二百三十四条** 如果公司董事、监事、总经理和其他高级管理人员在公司首次考虑订立有关合同、交易、安排前以书面形式通知董事会，声明由于通知所列的内容，公司日后达成的合同、交易、安排与其有利害关系，则在通知阐明的范围内，有关董事、监事、总经理和其他高级管理人员视为做了本章前条所规定的披露。

**Article 234** If, prior to the Company's initial consideration of such contracts, transactions, or arrangements referred to by the preceding Article, a Director, supervisor, general manager or any other senior officer of the Company has delivered a written notice to the Board of Directors, which contains the statement that he has interests in the contracts, transactions, or arrangements to be concluded by the Company in the future, such Director, supervisor, general manager or other senior officer shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.

**第二百三十五条** 公司不得以任何方式为其董事、监事、总经理和其他高级管理人员缴纳税款。

**Article 235** The Company shall not, in any manner, perform tax duties for its Directors, supervisors, general manager and other senior management members.

**第二百三十六条** 公司不得直接或者间接向本公司的董事、监事、总经理和其他高级管理人员提供贷款、





贷款担保；亦不得向前述人员的相关人提供贷款、贷款担保。

**Article 236** The Company shall not directly or indirectly make a loan to or provide a guarantee in connection with the making of a loan to a Director, supervisor, general manager and other senior officer of the Company or of the Company's holding company or any of their respective associates.

前款规定不适用于下列情形：

The foregoing shall not apply to the following circumstances:

- (一) 公司向其子公司提供贷款或者为子公司提供贷款担保；  
the provision by the Company of a loan or loan guarantee to its subsidiaries;
- (二) 公司根据经股东大会批准的聘任合同，向公司的董事、监事、总经理和其他高级管理人员提供贷款、贷款担保或者其他款项，使之支付为了公司目的或者为了履行其公司职责所发生的费用。  
the provision by the Company of a loan or loan guarantee or any other funds available to any of its Director, supervisor, general manager and other senior officer to meet expenditures incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties properly in accordance with an employment contract approved by the shareholders in a general meeting;
- (三) 如公司的正常业务范围包括提供贷款、贷款担保，公司可以向有关董事、监事、总经理和其他高级管理人员及其相关人提供贷款、贷款担保，但提供贷款、贷款担保的条件应当是正常商务条件。  
if the ordinary course of the business of the Company includes the lending of money and the provision of loan guarantee, the Company may make a loan to the relevant Directors, supervisors, general manager and other senior management members or their respective associates, provided that they are on normal commercial terms.

**第二百三十七条** 公司违反前条规定提供贷款的，不论其贷款条件如何，收到款项的人应当立即偿还。

**Article 237** Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.

**第二百三十八条** 公司违反第二百三十六条第一款的规定所提供的贷款担保，不得强制公司执行；但下列情况除外：

**Article 238** A guarantee for the repayment of a loan which has been provided by the Company in breach of the preceding Article 236 (i) shall not be enforceable against the Company, save in respect of the following circumstances:

- (一) 向公司的董事、监事、总经理和其他高级管理人员的相关人提供贷款时，提供贷款人不知情的；  
the guarantee was provided in connection with a loan which was made to an Associate of any of the Directors, supervisors, general manager and other senior management members or of the Company's holding company and the lender of such funds did not know of the relevant circumstances at the time of the loan; or
- (二) 公司提供的担保物已由提供贷款人合法地售予善意购买者的。  
the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.

**第二百三十九条** 本章前述条款中所称担保，包括由保证人承担责任或者提供财产以保证义务人履行义务的行为。

**Article 239** For the purpose of the foregoing provisions of this Chapter, a "guarantee" includes an undertaking or property provided to secure the obligator's performance of his obligations.

**第二百四十条** 公司董事、监事、总经理和其他高级管理人员违反对公司所负的义务时，除法律、行政法规规定的各种权利、补救措施外，公司有权采取以下措施：

**Article 240** In addition to the rights and remedies provided by law and administrative regulations when a Director, supervisor, general manager or other senior officer of the Company breaches the duties which



he owes to the Company, the Company shall be entitled:

- (一) 要求有关董事、监事、总经理和其他高级管理人员赔偿由于其失职给公司造成的损失；  
to demand such Director, supervisor, general manager or other senior officer compensate for the losses sustained by it as a result of such breach;
- (二) 撤消任何由公司与有关董事、监事、总经理和其他高级管理人员订立的合同或者交易，以及由公司与第三人（当第三人明知或者理应知道代表公司的董事、监事、总经理和其他高级管理人员违反了对公司应负的义务）订立的合同或者交易；  
to rescind any contract or transaction which has been entered into between the Company and such Director, supervisor, general manager or other senior officer or between the Company and a third party, where such party knew or should have known that such Director, supervisor, general manager or other senior officer representing the Company was in breach of his duty owed to the Company.
- (三) 要求有关董事、监事、总经理和其他高级管理人员交出因违反义务而获得的收益；  
to demand such Director, supervisor, general manager or other senior officer account for the profits made as result of the breach of his duty;
- (四) 追回有关董事、监事、总经理和其他高级管理人员收受的本应为公司所收取的款项，包括（但不限于）佣金；  
to recover any money which shall have been received by the Company but were received by such Director, supervisor, general manager or other senior officer instead, including (without limitation) any commissions; and
- (五) 要求有关董事、监事、总经理和其他高级管理人员退还因本应交予公司的款项所赚取的、或者可能赚取的利息。  
to demand repayment of interest earned or which may have been earned by such Director, supervisor, general manager or other senior officer on moneys which shall have been received by the Company.

**第二百四十一条** 公司应当就报酬事项与公司董事、监事订立书面合同，并经股东大会事先批准。前述报酬事项包括：

**Article 241** The Company shall, with the prior approval of the shareholders' general meeting, enter into a contract in writing with a Director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments may include:

- (一) 作为公司的董事、监事或者高级管理人员的报酬；  
emoluments in respect of his service as Director, supervisor or senior officer of the Company;
- (二) 作为公司的子公司的董事、监事或者高级管理人员的报酬；  
emoluments in respect of his service as Director, supervisor or senior officer of any subsidiary of the Company;
- (三) 为公司及其子公司的管理提供其他服务的报酬；  
emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;
- (四) 该董事或者监事因失去职位或者退休所获补偿的款项。  
payment by way of compensation for loss of office or as consideration for or in connection with his retirement from office.

除按前述合同外，董事、监事不得因前述事项为其应获取的利益向公司提出诉讼。

No proceedings may be brought by a Director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to any contract described above.



**第二百四十二条** 公司在与公司董事、监事订立的有关报酬事项的合同应当规定，当公司将被收购时，公司董事、监事在股东大会事先批准的条件下，有权取得因失去职位或者退休而获得的补偿或者其他款项。前款所称公司被收购是指下列情况之一：

**Article 242** Contracts concerning the employment between the Company and its Directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's Directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. For the purposes of this paragraph, the acquisition of the Company includes any of the following:

- (一) 任何人向全体股东提出收购要约；  
a tender offer made by any person to all the shareholders; or
- (二) 任何人提出收购要约，旨在使要约人成为控股股东。控股股东的定义与本章程第六十六条中的定义相同。  
an offer made by any person with a view to become a "controlling shareholder", which has the same meaning with that prescribed in article 66 of the Company's Articles of Association.

如果有关董事、监事不遵守本条规定，其收到的任何款项，应当归那些由于接受前述要约而将其股份出售的人所有，该董事、监事应当承担因按比例分发该等款项所产生的费用，该费用不得从该等款项中扣除。If the relevant Director or supervisor does not comply with this article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant Director or supervisor and shall not be paid out of such sum.

## 第十二章 财务会计制度、利润分配和审计 Chapter 12 Financial and Accounting Systems, Profit Distribution and Auditing

### 第一节 财务会计制度 Section 1 Financial and Accounting System

**第二百四十三条** 公司依照法律、行政法规和国家有关部门的规定，制订公司的财务会计制度。公司应当在每一会计年度终了时制作财务报告，并依法经审查验证。

**Article 243** The Company shall establish its financial and accounting systems in accordance with law, administrative regulation and provisions of the national department concerned. At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified in the manner prescribed by law.

**第二百四十四条** 公司在每一会计年度结束之日起 4 个月内向中国证监会和证券交易所报送并披露年度报告，在每一会计年度上半年结束之日起 2 个月内向中国证监会派出机构和证券交易所报送并披露中期报告。

**Article 244** The Company shall submit and disclose its annual reports to China Securities Regulatory Commission and stock exchanges within four (4) months after the end of each fiscal year; the interim report shall be submitted and disclosed to China Securities Regulatory Commission and stock exchanges within two (2) months after the end of the first half of each fiscal year, respectively.

上述年度报告、中期报告按照有关法律、行政法规、中国证监会及证券交易所的规定进行编制。The aforementioned annual reports and interim reports shall be prepared in accordance with laws, administrative regulations and regulations of China Securities Regulatory Commission and stock exchanges.

**第二百四十五条** 公司董事会应当在每次股东年会上，向股东呈交有关法律、行政法规、地方政府及主管部门颁布的规范性文件所规定由公司准备的财务报告。



**Article 245** The Board of Directors of the Company shall present to the shareholders, at every annual general meeting, such financial reports which the relevant laws, administrative regulations and normative documents promulgated by regional governmental authorities and the competent department require the Company to prepare.

**第二百四十六条** 公司的财务报告应当在召开股东大会年会的二十日以前置备于本公司，供股东查阅。公司的每个股东都有权得到本章中所提及的财务报告。

**Article 246** The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every shareholders' annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

公司至少应当在股东大会年会召开前二十一日（及相关法律法规和《香港上市规则》下不时规定的更长时间）将前述财务报告、董事会报告连同资产负债表（包括法例规定须附录于资产负债表的每份文件）及损益表或收支计算表，或财务摘要报告，以邮资已付的邮件或以本章程规定的其他方式发送给每个境外上市外资股股东；如以邮件方式送出，收件人地址以股东名册上登记的地址为准。

The Company shall deliver to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail or by other means prescribed in the Company's Articles of Association at the address registered in the register of shareholders such financial and accounting reports, together with copies of the Board of Directors report and the balance sheet (including each document required to be attached to the balance sheet as provided by law), the income statement or the statement of revenues and expenditures or the summary report on finance, not later than twenty-one (21) days (and longer time limit prescribed by pertinent laws, regulations and the *KH Listing Rules* from time to time) before the date of every annual general meeting of the shareholders.

**第二百四十七条** 公司的财务报表除应当按中国会计准则及法规编制外，还应当按国际或者境外上市地会计准则编制。如按两种会计准则编制的财务报表有重要出入，应当在财务报表附注中加以注明。公司在分配有关会计年度的税后利润时，以前述两种财务报表中税后利润数较少者为准。

**Article 247** The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements. In distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.

**第二百四十八条** 公司公布或者披露的中期业绩或者财务资料应当按中国会计准则及法规编制，同时按国际或者境外上市地会计准则编制。

**Article 248** Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.

**第二百四十九条** 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 249** The Company shall not keep financial accounts other than those required by law. No asset of the Company shall be deposited in any account opened in the name of any individual.

**第二百五十条** 资本公积金包括下列款项：

**Article 250** The capital common reserve fund includes the following items:

- (一) 超过股票面额发行所得的溢价款；  
any premium above the proceeds from share issuances at face value; and
- (二) 国务院财政主管部门规定列入资本公积金的其他收入。  
any other income designated for the capital common reserve fund by regulation of the finance





regulatory department of the State Council.

**第二百五十一条** 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 251** In distributing its after-tax profits, the Company shall allocate ten percent (10%) of its after-tax profits to the statutory common reserve fund of the Company. Allocation to the company's statutory common reserve fund may be waived once the cumulative amount of funds therein exceeds 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 statutory common reserve fund of the Company is not sufficient to cover the Company's loss from the previous year, the current year profits shall be used to cover such loss before allocation is made to the statutory common reserve fund pursuant to the previous paragraph.

公司从税后利润中提取法定公积金后,可以从税后利润中提取 10%的任意盈余公积金。

After allocation to the statutory common reserve fund has been made from the after-tax profits of the Company, 10% of the discretionary surplus reserve fund shall be allocated 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 Company has covered its loss and made allocation to the reserve funds, the remainder of the after-tax profits shall be distributed to the shareholders in proportion to their share holdings, unless otherwise stipulated in the Company's Articles of Association.

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。

If the shareholders' general meeting, in violation of the previous paragraph, distributes profits to shareholders before covering losses of the Company and making allocation to the Company's statutory common reserve fund, the profit so distributed must be returned to the Company.

公司持有的本公司股份不参与分配利润。

The shares of the Company held by the Company may not apply to profit distribution.

**第二百五十二条** 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 252** The reserve funds of the Company shall be used to cover Company's losses, expand its production and operation, or be converted to the Company's increased capital. However, capital reserves may not be used to cover the losses of the Company.

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 fund is to be converted into capitals, the amount remaining in the said statutory common reserve fund may not fall below 25% of the registered capital.

**第二百五十三条** 公司股东大会按照国家有关法律法规规定通过利润分配方案决议,公司董事会须在股东大会决议后 2 个月内完成利润分配事项。

**Article 253** When a resolution with respect of profit distribution is passed at the shareholders' general meeting of the Company pursuant to pertinent laws and regulations of the Company, the Board of Directors of the Company shall complete such profit distribution within two (2) months upon adoption of such resolution.

**第二百五十四条** 公司的利润分配政策须遵守下列规定:

**Article 254** The profit distribution policies of the Company shall observe the following provisions:

(一) 公司的利润分配应当重视对投资者的合理回报,在兼顾公司合理资金需求的情况下,应结合股本规





模、发展战略、投资规划、利润增长状况、现金流量情况等因素制定符合公司可持续发展要求和利益最优化原则的利润分配方案。

profit distribution of the Company shall reflect a reasonable investment return to the investors and, by giving considerations to the reasonable capital demands of the Company, work out a profit distribution plan in conformity with the sustainable development requirement and profit optimization principle of the Company by referring to factors such as the volume of stocks, development strategies, investment plans, profit growths and cash flows;

- (二) 公司可以采取现金或股票方式分配股利，可以进行中期现金分红。在现金流允许的情况下，应尽量以现金分红方式进行利润分配。

the Company may pay dividends in the form of cash or shares and may conduct interim dividend distribution in the form of cash. If the cash flow allows, profit distribution should be conducted in the form of cash.

- (三) 公司现金分红条件：公司当年实现盈利，且弥补以前年度亏损和依法提取公积金后，累计未分配利润为正值，且审计机构对公司的该年度财务报告出具无保留意见的审计报告，公司优先采取现金方式分配股利。公司采取现金方式分配股利的，应当按照下列规定进行：

The conditions of cash dividend of the Company: when the Company records a profit for the year and the cumulative undistributed profit for the year, after making up for losses in previous years and allocation to the common reserve fund in accordance with laws, is positive in value, and where the auditing firm issues a unqualified audit opinion on the financial report of the Company for the year, the Company may prioritize distribution of dividend in cash. If the Company distributes dividend in cash, it shall follow the rules below:

- (1) 公司发展阶段属成熟期且无重大资金支出安排的，进行利润分配时，现金分红在本次利润分配中所占比例最低应达到 80%；  
if the Company is in a mature development stage without significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 80%;
- (2) 公司发展阶段属成熟期且有重大资金支出安排的，进行利润分配时，现金分红在本次利润分配中所占比例最低应达到 40%；  
if the Company is in a mature development stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 40%;
- (3) 公司发展阶段属成长期且有重大资金支出安排的，进行利润分配时，现金分红在本次利润分配中所占比例最低应达到 20%；  
if the Company is in a growth stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 20% ;

公司发展阶段不易区分但有重大资金支出安排的，可以按照前项规定处理。重大投资或重大现金支出是指：公司未来十二个月内拟对外投资、收购资产(含土地使用权)或者购买设备等的累计支出达到或者超过公司最近一期经审计净资产的 10%。

If it is difficult to determine the Company's stage of development while it has a significant capital expenditure plan, the profit distribution may be dealt with pursuant to the rules applied in the previous distribution. Major investment or significant cash expenditure refers to the proposed external investment by the Company within the next twelve months, asset acquisition (including land use rights) or facilities procurement with accumulated expenditure amounting to or exceeding 10% of the latest audited net assets of the Company.

- (四) 发放股票股利的具体条件：公司在经营状况良好，保证股本规模合理的前提下，并且公司董事会认为发放股票股利有利于公司全体股东整体利益时，可以提出股票股利分配预案，并经股东大会审议通过后实施；

Specific conditions for dividend distribution in shares: provided that the Company's business is in a sound condition and the reasonable scale of share capital of the Company is ensured, and the Board of the Company believes dividend payment in shares will be in the interests of all shareholders of the Company,



the Company may propose to distribute dividends in shares and implement upon the consideration and approval at the general meeting;

(五) 公司的利润分配不得超过公司累计可分配利润的范围。

The profits of the Company to be distributed shall not go beyond the scope of cumulative distributable profits.

(六) 在当年盈利的情况下，公司足额提取法定公积金后，最近三年以现金方式累计分配的利润不少于最近三年实现的年均可分配利润的 30%。

When profits are obtained in the current year and after the Company has sufficiently allocated to the statutory common reserve fund, the cumulative profits distributed in cash for the last three (3) years shall not be less than 30% of the average distributable profits realized for the last (3) years.

(七) 公司发行证券、重大资产重组、合并分立或者因收购导致公司控制权发生变更的，公司应当在募集说明书或发行预案、重大资产重组报告书、权益变动报告书或者收购报告书中详细披露募集或发行、重组或者控制权发生变更后公司的现金分红政策及相应的安排、董事会对上述情况的说明等信息；

Where there is a change in the Company's control resulting from securities issuance, material asset reorganization, merger, division or acquisition, the Company shall disclose in details the cash dividend policy and relevant arrangements after such offering, issuance, reorganization or change in the control, as well as the Board's explanation of the aforesaid, in the prospectus, offering proposal, material asset reorganization report, report of change of interest or acquisition report;

(八) 在充分考虑股东回报、切实保障社会公众股东合法权益的前提下，公司当年实现盈利，由董事会提出科学、合理的利润分配建议和预案，提交股东大会表决。公司应当切实保障社会公众股股东参与股东大会的权利，董事会、独立董事和符合一定条件的股东可以向公司股东征集股东大会投票权。

On the premise that the return to shareholders has been thoroughly considered and the legitimate rights and interests of the public shareholders are guaranteed, if the Company realizes profits at the current year, the Board of Directors shall bring forward scientific and reasonable profit distribution suggestions and proposal and submit them to the shareholders' general meeting for voting. The Company shall practically secure the right of public shareholders to attend the shareholders' general meeting, and the Board of Directors, independent Directors and shareholders meeting certain conditions may solicit the right to vote at the shareholders' general meeting from shareholders of the Company.

(九) 公司利润分配的决策程序和机制

Decision-making processes and mechanisms for profit distribution of the Company

1、 公司董事会结合公司盈利情况、资金需求和股东回报规划提出合理的分红建议和预案，经董事会审议通过后报经公司股东大会审议批准后实施。如需调整利润分配方案，应重新履行上述程序。公司独立董事应对利润分配预案进行审核并发表独立意见；独立董事可以征集中小股东的意见，提出分红提案，并直接提交董事会审议。

The Board of Directors of the Company shall devise a reasonable dividend distribution recommendation and proposal based on the profitability, capital requirements and shareholders' returns plan of the Company and implement after the consideration and approval at the general meeting upon the consideration and approval by the Board. Any adjustment thereof shall go through the procedures above again. The independent Directors of the Company shall examine the profit distribution proposal and issue independent opinions thereon; independent Directors may solicit opinions of minority shareholders and prepare a dividend distribution proposal and submit it directly to the Board for consideration.

2、 公司应当严格执行本章程确定的现金分红政策以及股东大会审议批准的现金分红具体方案。确有必要对本章程确定的现金分红政策进行调整或者变更的，应当满足本章程规定的条件，经过详细论证后，履行相应的决策程序，并经出席股东大会的股东所持表决权的 2/3 以上通

过；独立董事要对调整或变更的理由真实性、充分性、合理性、审议程序真实性和有效性以及是否符合本章程规定的条件等事项发表明确意见，且公司应在股东大会召开前与中小股东充分沟通交流，并及时答复中小股东关心的问题，必要时，可通过网络投票系统征集股东意见。

The Company shall strictly implement its cash dividend policy as determined in the Articles of Association and the specific cash dividend proposal as considered and approved at the general meeting. If the Company needs to adjust or change the cash dividend policy as determined in the Articles of Association, it is required to satisfy the conditions under the Articles of Association and execute appropriate decision-making procedures after substantiation. The adjustment or changes shall be passed by shareholders representing not less than two-thirds of voting rights held by all shareholders present at the meeting; the independent Directors shall give explicit opinion on matters such as the truthfulness, adequacy and reasonableness of the reasons for adjustments and changes, truthfulness and validity of the approval procedures as well as its compliance with the conditions required in the Articles of Association, and communicate and exchange ideas with minority shareholders before the general meeting and give timely reply to issues that concern minority shareholders. Independent directors may collect opinions from shareholders through network voting system, if necessary.

- 3、 公司调整现金分红政策的具体条件：（1）公司发生亏损或者已发布预亏提示性公告的；（2）自利润分配的股东大会召开日后的两个月内，公司除募集资金、政府专项财政资金等专款专用或专户管理资金以外的现金（含银行存款、高流动性的债券等）余额均不足以支付现金股利；（3）按照既定分红政策执行将导致公司股东大会或董事会批准的重大投资项目、重大交易无法按既定交易方案实施的；（4）董事会有合理理由相信按照既定分红政策执行将对公司持续经营或保持盈利能力构成实质性不利影响的。

Specific conditions for the Company to adjust the cash dividend policy: (1) the Company suffers from losses or has issued loss warning announcement; (2) the balance of cash, excluding cash raised from capital markets and cash within special funding for special purposes or special account management funding such as a government special financial funds (including bank deposits and bonds with high liquidity), is not sufficient to pay the cash dividends within two months from the date of general meeting approving the profit distribution; (3) the following established dividend policy will render if impossible for the material investment projects and material transactions approved by the general meeting or the Board of Directors of the Company to be implemented according to established transaction plans; (4) the Board has reasonable grounds to believe that following the established dividend policy will have material adverse impact on the continuing operation and profitability of the Company.

#### （十） 现金分红的监督约束机制

##### Mechanism for supervision and limiting on cash dividend

- 1、 监事会应对董事会和管理层执行公司分红政策和股东回报规划的情况及决策程序进行监督；  
The board of supervisors shall supervise the implementation of dividend distribution policy by and shareholders' returns plan of the Board of Directors and the management, and the execution and decision-making procedures thereof;
- 2、 公司董事会、股东大会在对利润分配政策进行决策和论证过程中应当充分考虑独立董事和中小股东的意见。股东大会对现金分红具体方案进行审议时，应通过多种渠道（包括但不限于电话、传真、电子邮件、信函、互联网等方式）主动与股东特别是中小股东进行沟通和交流，充分听取中小股东诉求，并及时答复中小股东关心的问题；

The Board and the general meeting of the Company shall, in the decision-making and substantiation process in respect of profit distribution policy, fully consider the opinions of independent Directors and minority shareholders. When considering the specific plan on cash dividend distribution in the general meeting, active communication and exchange with



shareholders, especially minority shareholders, shall be conducted via different channels, including but not limited to telephone, facsimile, e-mails, letters and the Internet, to thoroughly listen to the views and needs of minority shareholders, and reply to questions concerned by minority shareholders shall also be made in a timely manner;

- 3、 在公司盈利的情况下，公司董事会未做出现金利润分配预案的，应当在定期报告中披露未分红的原因、未用于分红的资金留存公司的用途，独立董事应当对此发表明确的独立意见；  
If profit is recorded but the Board of Directors of the Company does not put forth a cash dividend distribution proposal, reasons therefor and the use of capital that may otherwise be used as dividends but has been retained by the Company shall be disclosed in its periodic report, and independent Directors shall express explicit independent opinions thereon;
- 4、 公司应当在定期报告中详细披露现金分红政策的制定及执行情况，说明是否符合公司章程的规定或者股东大会决议的要求，分红标准和比例是否明确和清晰，相关的决策程序和机制是否完备，独立董事是否尽职履责并发挥了应有的作用，中小股东是否有充分表达意见和诉求的机会，中小股东的合法权益是否得到充分维护等。对现金分红政策进行调整或变更的，还要详细说明调整或变更的条件和程序是否合规和透明等。

The Company shall fully disclose the formulation and execution of the cash distribution policy in its periodical reports. The report shall explain: whether the profit distribution is in compliance with the Company's Articles of Association or with the general meeting resolution; whether the standard and proportion of profit distribution is precise and clear; whether the decision-making procedures and mechanisms are adequate; whether the independent Directors have fulfilled their responsibilities and played their role; whether the minority shareholders have the opportunity to fully express their views and needs; whether the legitimate rights and interests of minority shareholders are fully protected and so forth. In the event that adjustment or change of the cash distribution policy is carried out, full explanation shall also be given as to whether the conditions and procedures for the adjustment or change are compliant and transparent.

**第二百五十五条** 公司应当为持有境外上市外资股股份的股东委任收款代理人。收款代理人应当代有关股东收取公司就境外上市外资股股份分配的股利及其他应付的款项。

**Article 255** The Company shall appoint receiving agents for the holders of the Overseas-Listed Foreign-Invested Shares. Such receiving agents shall receive dividends on behalf of such holders which have been declared by the Company and all other amounts payable to such shareholders.

公司委任的收款代理人应当符合上市地法律或者证券交易所有关规定的要求。公司为其在香港联交所挂牌上市的境外上市外资股股东委任的收款代理人，应当为依照香港《受托人条例》注册的信托公司。

The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place or the relevant regulations of the securities exchange where the Company's shares are listed. The receiving agents appointed for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the *Trustee Ordinance of Hong Kong*.

**第二百五十六条** 公司于催缴股款前已缴付的任何股份的股款均可享有利息，惟股份持有人无权就预缴股款收取于其后宣派的股利。

**Article 256** The Company shall enjoy interests of any and all shares for which it has already paid prior to the call is made, but the holder of such shares shall have no right to receive the dividends distributed thereafter with respect to the prepaid shares.

在遵守中国有关法律、法规、规章、规范性文件的前提下，对于无人认领的股息，公司可行使没收权利，但该权利仅在适用的有关时效届满后才可行使。

On the premise that the pertinent laws, regulations, rules and normative documents of China are observed, the Company may exercise the right of confiscation against any unclaimed dividends, but such right may only be exercised when the applicable limitation expires.





公司有权终止以邮递方式向境外上市外资股持有人发送股息单，但公司应在股息单连续两次未予提现后方可行使此项权利。如股息单初次邮寄未能送达收件人而遭退回后，公司即可行使此项权利。

The Company shall have the right to terminate the serving of dividend warrant to holders of the Overseas-Listed Foreign-Invested Shares in the form of mailing, but it may exercise this right only if the dividend warrant hasn't been withdrawn for two consecutive times. If the dividend warrant hasn't been served to the addressee at the first time and is returned, the Company may then exercise such right.

公司有权按董事会认为适当的方式出售未能联络的境外上市外资股的股东的股份，但必须遵守以下条件：  
The Company shall have the right to sell any shares of the holder of the Overseas-Listed Foreign-Invested Shares who could not be reached in a manner which the Board of Directors deems appropriate, but the following conditions must be observed:

公司在 12 年内已就该等股份最少派发了三次股息，而在该段期间无人认领股息；及  
The Company has distributed dividends of such share for at least three (3) times in the previous twelve (12) years but such dividends still remain unclaimed during that period; and

公司在 12 年期间届满后于公司股票上市地一份或多份报章刊登公告，说明其拟将股份出售的意向，并通知公司股票上市地证券监督管理机构。

The Company shall put notices on one or more newspapers of the place where the Company is listed upon expiry of the aforementioned 12-year period, stating its intention to sell the shares, and then notify the securities regulatory authority of the place where the Company is listed.

## 第二节 内部审计 Section 2 Internal Auditing

**第二百五十七条** 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 257** The Company shall implement an internal audit system and appoint full time auditors to carry out internal auditing and supervision of the Company's income and expenses and economic activities.

**第二百五十八条** 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 258** The Company's internal auditing system and the responsibilities of the auditing personnel should be carried out after obtaining approval of the Board of Directors. The auditor-in-chief shall be accountable and report to the Board of Directors.

## 第三节 会计师事务所的聘任 Section 3 Engagement of an Accountancy Firm

**第二百五十九条** 公司聘用符合《证券法》和公司股票上市地证券交易所上市规则规定的会计师事务所进行年度财务报告及其它财务报告审计、净资产验证及其他相关的咨询服务等业务。聘期 1 年，自公司本次股东大会结束时起至下次股东大会结束时止，可以续聘。公司的首任会计师事务所可以由创立大会在首次股东大会前聘任，该会计师事务所的任期在首次股东大会结束时终止。创立大会不行使前款规定的职权时，由董事会行使该职权。

**Article 259** The Company shall engage an accountancy firm which complies with the Securities Law and the provisions of the listing rules of the stock exchange on which the shares in the Company are listed to audit the Company's annual financial report and other financial reports, net assets verification and other related consultancy services. The term of office of an accountancy firm appointed by the Company shall be one (1) year, commencing from the conclusion of the annual general meeting and expiring at the conclusion of the next annual general meeting. Upon the expiry of such term, the relevant accountancy firm may be re-appointed. The first accountancy firm may be engaged before the first annual general meeting by the inaugural meeting of the Company. The firm so appointed shall hold the office until the





conclusion of the first annual general meeting. If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the Board of Directors.

**第二百六十条** 经公司聘用的会计师事务所享有下列权利:

**Article 260** The auditors engaged by the Company shall enjoy the following rights:

- (一) 随时查阅公司的帐簿、记录或者凭证, 并有权要求公司的董事、总经理或者其他高级管理人员提供有关资料和说明;  
a right to inspect the books, records and vouchers of the Company at any time, the right to require the Directors, general manager or other senior management members of the Company to supply relevant information and explanations;
- (二) 要求公司采取一切合理措施, 从其子公司取得该会计师事务所为履行职务而必需的资料和说明;  
a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the discharge of its duties;
- (三) 出席股东会议, 得到任何股东有权收到的会议通知或者与会议有关的其他信息, 在任何股东会议上就涉及其作为公司的会计师事务所的事宜发言。  
a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accountancy firm.

**第二百六十一条** 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 261** The Company guarantees to provide true and complete vouchers, books, financial and accounting reports and other accounting materials to the auditors engaged and shall not refuse to provide, or conceal or give false information.

**第二百六十二条** 公司聘用、解聘或者不再续聘会计师事务所由股东大会作出决定, 并报国务院证券监管机构备案。

**Article 262** The Company's engagement, removal or discontinuance of engagement of an accountancy firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.

**第二百六十三条** 公司解聘或者不再续聘会计师事务所时, 提前 30 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 263** When the Company intends to remove or do not renew the engagement of an accountancy firm, it shall notify the said firm thirty (30) days in advance. The accountancy firm shall be allowed to state its opinions at the time when the shareholders' general meeting is voting for or against the removal of the said firm.

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。

Where the accountancy firm proposes to quit, it shall state to the shareholders' general meeting whether or not there is anything improper in the company.

会计师事务所可以用把辞聘书面通知置于公司法定地址的方式辞去其职务。通知在其置于公司法定地址之日或者通知内注明的较迟的日期生效。该通知应当包括下列陈述:

The accountancy firm may resign by placing its written notice of resignation on the legal address of the Company. The said notice shall come into effect on the day when it is placed on the legal address of the Company or the date indicated therein, whichever is later. Such notice shall include the following representations:

- 1、 认为其辞聘并不涉及任何应该向公司股东或者债权人交代情况的声明; 或者  
representation stating that it deems that its resignation does not involve any situation necessary to



be explained to the shareholders or creditor of the Company; and

- 2、 任何应当交代情况的陈述。  
representation regarding any issues to be explained.

公司收到前款所指书面通知的 14 日内，应当将该通知复印件送出给有关主管机关。如果通知载有第二百六十五条第一款（二）项提及的陈述，公司应当将该陈述的副本备置于公司，供股东查阅。公司还应将前述陈述副本以邮资已付的邮件寄给每个有权得到公司财务状况报告的股东，受件人地址以股东的名册登记的地址为准。

The Company shall, within fourteen (14) days upon receipt of the written notice prescribed in the foregoing paragraph, send copies of such notice to the competent authority concerned. If the said notice contains representations mentioned in item 2. of (ii) of article 265, the Company shall keep copies of such representations in the Company for the inspection of shareholders. The Company shall also deliver copies thereof to each shareholder who is entitled to receive reports on financial status of the Company at the address registered in the register of shareholders by prepaid mail, and the address of the addressee shall be subject to that registered in the register of shareholders.

如果会计师事务所的辞聘通知载有任何应当交代情况的陈述，会计师事务所可要求董事会召集临时股东大会，听取其就辞聘有关情况作出的解释。

If the resignation notice of the accountancy firm contains a representation on any issues to be explained, the firm may request the Board of Directors to convene an extraordinary general meeting to hear its explanations on issues relating to its resignation.

**第二百六十四条** 如果会计师事务所职位出现空缺，董事会在股东大会召开前，可以委任会计师事务所填补该空缺。但在空缺持续期间，公司如有其他在任的会计师事务所，该等会计师事务所仍可行事。

**Article 264** If there is a vacancy in the position of auditor of the Company, the Board of Directors may engage an accountancy firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accountancy firm which has been engaged by the Company may continue to act during the period during which a vacancy exists.

**第二百六十五条** 股东大会在拟通过决议，聘任一家非现任的会计师事务所以填补会计师事务所职位的任何空缺，或续聘一家由董事会聘任填补空缺的会计师事务所或者解聘一家任期未届满的会计师事务所的，应当符合下列 A

**Article 265** Where a resolution at a shareholders' general meeting is passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, to reappoint as auditor a retiring auditor who was appointed by the Board of Directors to fill a casual vacancy or to remove an auditor before the expiration of its term of office, the following provisions shall apply:

- (一) 有关聘任或解聘的提案在股东大会会议通知发出之前，应当送给拟聘任的或者拟离任的或者在有关会计年度已离任的会计师事务所。

A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year.

离任包括被解聘、辞聘和退任。

For the purpose of this article, "leaving" includes leaving by removal, resignation and retirement.

- (二) 如果即将离任的会计师事务所作出书面陈述，并要求公司将该陈述告知股东，公司除非收到书面陈述过晚，否则应当采取以下措施：

If the auditor leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representation, the Company shall (unless the representations have been received too late) take the following measures:

- 1、 在为作出决议而发出通知上说明将离任的会计师事务所作出了陈述；



In any notice of the resolution given to shareholders, state the fact of the representations having been made; and

- 2、 将陈述副本作为通知的附件以章程规定的方式送给每位有权得到股东大会通知的股东。  
Attach a copy of the representations to the notice and deliver it to the shareholders who are entitled to receive the notice of shareholders' general meeting in the manner stipulated in the Company's Articles of Association.

(三) 公司如果未将有关会计师事务所的陈述按本款(二)项的规定送出,有关会计师事务所可要求该陈述在股东大会上宣读,并可以进一步作出申诉。

If the Company fails to send out the auditor's representations in the manner set out in item (ii) above, such auditor may require that the representations be read out at the shareholders' general meeting and may make further complaint.

(四) 离任的会计师事务所所有权出席以下会议:

An auditor which is leaving its post shall be entitled to attend the following shareholders' general meetings:

- 1、 其任期应到期的股东大会;  
The general meeting at which its term of office would otherwise have expired;
- 2、 为填补因其被解聘而出现空缺的股东大会;  
The general meeting at which it is proposed to fill the vacancy caused by its removal; and
- 3、 因其主动辞聘而召集的股东大会。  
The general meeting which convened as a result of its resignation,

离任的会计师事务所所有权收到前述会议的所有通知或者与会议有关的其他信息,并在前述会议上就涉及其作为公司前任会计师事务所的事宜发言。

The resigning auditor shall have the right to receive all notices of, and other communications relating to, any such meeting, to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as former auditor of the Company.

**第二百六十六条** 不论会计师事务所与公司订立的合同条款如何规定,股东大会可以在任何会计师事务所任期届满前,通过普通决议决定将该会计事务所解聘。有关会计师事务所如有因被解聘而向公司索偿的权利,有关权利不因此而受影响。

**Article 266** The shareholders in a general meeting may by ordinary resolution remove the Company's auditor before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the auditor. However, the accountancy firm's right to claim for damages which arise from its removal shall not be affected thereby.

**第二百六十七条** 会计师事务所的报酬或者确定报酬的方式由股东大会决定。由董事会聘任的会计师事务所的报酬由董事会确定。

**Article 267** The remuneration of an accountancy firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accountancy firm engaged by the Board of Directors shall be determined by the Board of Directors.

## 第十三章 通知和公告 Chapter 13 Notices and Announcements

### 第一节 通知 Section 1 Notices

**第二百六十八条** 公司的通知以下列形式发出:



**Article 268** Notices of the Company shall be sent by the following means:

- (一) 以专人送出;  
by hand;
- (二) 以邮件方式送出;  
by mail;
- (三) 以公告方式进行;  
by announcement; or
- (四) 本章程规定的其他形式。  
by other means prescribed by the Company's Articles of Association.

就公司按照《香港上市规则》要求向境外上市外资股股东提供或发送公司通讯的方式而言，在符合上市地法律法规及上市规则和公司章程的前提下，均可通过公司指定的及 / 或香港联交所网站或通过电子方式，将公司通讯提供或发送给境外上市外资股股东。

For the means by which the Company provides or delivers notices of the Company to the holders of Overseas-Listed Foreign-Invested Shares pursuant to the HK Listing Rules, such communications may be published on the website designated by the Company and/or website of the Stock Exchange of Hong Kong or by electronic means provided or delivered to the holders of Overseas-Listed Foreign-Invested Shares subject to laws, administrative regulations and listing rules of the place where the Company is listed and the Company's Articles of Association.

前款所称公司通讯是指，公司发出或将予发出以供公司任何境外上市外资股股东参照或采取行动的任何文件，其中包括但不限于：（1）董事会报告、公司的年度账目、核数师报告以及财务摘要报告（如适用）；（2）公司中期报告及中期摘要报告（如适用）；（3）会议通知；（4）上市文件；（5）通函；（6）委任表格（委任表格具有公司股份上市地交易所上市规则所赋予的含义）。

For the purpose of the foregoing paragraph, communications of the Company shall mean any document delivered or to be delivered by the Company for the reference of any holder of Overseas-Listed Foreign-Invested Shares or for taking any action, including without limitation: (1) Board of Directors report, annual accounts of the Company, auditors' reports and summary reports on finance (if applicable); (2) interim reports and interim summary reports of the Company (if applicable); (3) notices of meetings; (4) listing documents; (5) circulars; and (6) proxy form (the definition of which shall be subject to the listing rules of the stock exchange in the place where the Company is listed).

**第二百六十九条** 公司发给内资股股东的通知，须在国家证券监督管理机构指定的一家或几家报刊上刊登公告。该公告一经刊登，所有内资股股东即被视为已收到该等通知。

**Article 269** Notices to be delivered by the Company to the holders of Domestic-Invested Shares shall be published in one or more newspapers designated by the securities regulatory authority of the State. Once published, all holders of Domestic-Invested Shares shall be deemed to have received such notice.

**第二百七十条** 除本章程另有规定外，公司发给境外上市外资股股东的通知、资料或书面声明，须按境外上市外资股股东的注册地址送达，或以邮递方式寄至每一位境外上市外资股股东。

**Article 270** Unless otherwise stipulated in the Company's Articles of Association, all notices, materials or written representations to be delivered by the Company to holders of Overseas-Listed Foreign-Invested Shares shall be served at the registered address of such holders of Overseas-Listed Foreign-Invested Shares or be mailed to each holder of Overseas-Listed Foreign-Invested Shares.

行使本章程内规定的权力以公告形式发出通知时，该等公告可于报章上刊登。

When the power prescribed in the Company's Articles of Association is exercised to deliver notices by announcement, such announcement may be published in newspaper.

**第二百七十一条** 公司召开股东大会的会议通知，以公告方式进行。

**Article 271** The notice of shareholders' general meeting to be convened shall be sent by





announcement.

**第二百七十二條** 公司召开董事会、监事会的会议通知，以专人送出、邮递、传真、电子邮件方式进行。

**Article 272** The notice of meetings of the Board of Directors or Board of Supervisors to be convened shall be sent by hand, mail, facsimile or e-mail.

**第二百七十三條** 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；公司通知以公告方式送出的，第一次公告刊登日为送达日期。

**Article 273** Notices sent by hand shall be deemed effectively served on the day when the addressee signs (or seals) the receipt; notices sent by mail shall be deemed effectively served on the third working days upon its delivery to the post office; and notices sent by announcement shall be deemed effectively given on the date of its first publication.

**第二百七十四條** 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，会议及会议作出的决议并不因此无效。

**Article 274** If any notice of meeting fails to be given to any person entitled to receive such notice or such person does not receive a notice of meeting, the resolution adopted therein shall not become invalid thereby.

## 第二节 公告

### Section 2 Announcements

**第二百七十五條** 公司应通过符合法律、法规或中国证券监督管理委员会规定条件的媒体和证券交易所网站向内资股股东发出公告和进行信息披露。

**Article 275** The Company shall publish announcements and make disclosure of information to the shareholders of Domestic Shares through the media and the websites of the stock exchanges that comply with the laws and regulations or the conditions prescribed by the securities regulatory authorities of the PRC.

**第二百七十六條** 如根据公司章程应向境外上市外资股股东发出公告，则有关公告同时应根据《香港上市规则》所规定的方法刊登。

**Article 276** If the Company's Articles of Association requires making an announcement to holders of Overseas-Listed Foreign-Invested Shares, then relevant announcements shall be published at the same time in the same manner as prescribed in the *HK Listing Rules*.

## 第十四章 合并、分立、增资、减资、解散和清算

### Chapter 14 Merger, Division, Capital Increase and Decrease, Dissolution and Liquidation

#### 第一节 合并、分立、增资和减资

##### Section 1 Merger, Division, Capital Increase and Decrease

**第二百七十七條** 公司可以依法进行合并或者分立。

**Article 277** The Company may be merged or divided according to law.

公司合并可以采取吸收合并和新设合并两种形式。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。

The merger of the Company may take the form of either merger by absorption or merger by consolidation. One company absorbing another company is merger by absorption, and the company being absorbed shall be dissolved. Merger of two or more companies through the establishment of a new company is a consolidation, and the companies being consolidated shall be dissolved.





**第二百七十八条** 公司合并或者分立，应当由公司董事会提出方案，按公司章程规定的程序通过后，依法办理有关审批手续。反对公司合并、分立方案的股东，有权要求公司或者同意公司合并、分立方案的股东、以公平价格购买其股份。公司合并、分立决议的内容应当作成专门文件，供股东查阅。

**Article 278** In the event of the merger or division of the Company, a plan shall be presented by the Company's Board of Directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders.

对于境外上市外资股股东，前述文件应当以邮件或本章程规定的其他方式送达。

Such special documents shall be sent by mail or by other means prescribed in the Company's Articles of Association to holders of Overseas-Listed Foreign-Invested Shares to the address registered in the register of shareholders.

**第二百七十九条** 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。公司应当自作出合并决议之日起 10 日内通知债权人，并于 30 日内在有关报纸上公告至少三次。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 279** In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for merger and shall publish an announcement in a newspaper for at least three (3) times within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of creditor who does not receive such notice, within forty-five (45) days of the date of announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

**第二百八十条** 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 280** After merger, any rights in relation to debtors and any indebtedness of each of the merged parties shall be assumed by the Company which survives the merger or the newly established company.

**第二百八十一条** 公司分立，其财产作相应的分割。

**Article 281** Where there is a division of the Company, its assets shall be divided up accordingly.

公司分立，应当由分立各方签订分立协议，并编制资产负债表及财产清单。公司应当自作出分立决议之日起 10 日内通知债权人，并于 30 日内在法律、法规或中国证券监督管理机构指定的报刊上公告至少三次。

In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within then (10) days of the date of the Company's division resolution and shall publish an announcement in a newspaper for at least three (3) times within thirty (30) days of the date of the Company's division resolution.

**第二百八十二条** 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 282** The debts of the Company prior to the division shall be assumed jointly and severally by the companies arising from the division, except for those which written agreement has been reached with the creditor in respect of repayment of the debts prior to the division.

**第二百八十三条** 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 283** The Company must prepare a balance sheet and an inventory list of its assets when it reduces its registered capital.



公司应当自作出减少注册资本决议之日起 10 日内通知债权人，并于 30 日内在法律、法规或中国证券监督管理委员会指定的报刊上公告至少三次。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 notify its creditors within ten (10) days of the date of the Company's resolution for reduction of capital and shall publish an announcement in the newspapers and magazines designated by laws, regulations or the China Securities Regulatory Commission for at least three (3) times within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of creditor who does not receive such notice, within forty-five (45) days of the date of announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

公司减资后的注册资本将不低于法定的最低限额。

The Company's registered capital must not, after the reduction in capital, be less than the minimum amount required by law.

**第二百八十四条** 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 284** The Company shall, in accordance with law, apply for change in its registration with the Company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.

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。

Where the Company increases or decreases its registered capital, procedures for alteration of registration shall be handled at the company registration authority in accordance with the law.

## 第二节 解散和清算 Section 2 Dissolution and Liquidation

**第二百八十五条** 公司因下列原因解散：

**Article 285** The Company may be dissolved in any of the following circumstances:

- (一) 本章程规定的解散事由出现；  
Where any reason for dissolution provided herein occurs;
- (二) 股东大会决议解散；  
Where the shareholders' general meeting has adopted a resolution for dissolution;
- (三) 因公司合并或者分立需要解散；  
Where dissolution is required due to merger or division of the company;
- (四) 因公司不能清偿到期债务被依法宣告破产；  
Where the Company is declared bankrupt in accordance with the law due to its inability to repay the debts that are due;
- (五) 依法被吊销营业执照、责令关闭或者被撤销；  
Where the business license of the Company is revoked, or the Company is ordered to close down;
- (六) 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%以上的股东，可以请求人民法院解散公司；  
Where the Company runs deep into difficulties in operation and management, its continuous existence may cause heavy losses to shareholders' interests, and such difficulties cannot be dealt with in other ways, the shareholders holding over 10% votes of all shareholders' of the Company may apply to the people's court to dissolve the Company;



(七) 营业期限届满。

Where the term of operations expires.

**第二百八十六条** 公司有第二百八十五条第（一）项情形的，可以通过修改本章程而存续。

**Article 286** In the circumstance item (i) under Article 285, the Company may continue to exist by amending 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 以上通过。

Where the Articles of Association are amended in accordance with the preceding paragraph, the amendment shall be adopted by two thirds or more shareholders attending the shareholders' general meeting.

**第二百八十七条** 公司因本章程第二百八十五条第（一）项、第（二）项、第（五）项、第（六）项、第（七）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。

**Article 287** Where the Company is dissolved in accordance with the items (i), (ii), (v), (vi) and (vii) under Article 285 hereof, a liquidation committee shall be established within 15 days upon occurrence of the reason for dissolution to carry out liquidation.

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。

The liquidation committee shall be composed of the persons determined at the board of Directors or shareholders' general meeting. In case no liquidation committee is established within the specified period to carry out liquidation, the creditor(s) may apply to the people's court to designate relevant persons to form a liquidation committee and carry out liquidation.

公司因本章程第二百八十五条第（四）项规定解散的，由人民法院依照有关法律的规定，组织股东、有关机关及有关专业人员成立清算组，进行清算。

Where the company is dissolved according to the item (iv) under Article 285 hereof, the people's court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.

公司因前条（五）项规定解散的，由有关主管机关组织股东、有关机关及有关专业人员成立清算组，进行清算。

Where the company is dissolved according to the item (v) of the preceding article, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.

**第二百八十八条** 如董事会决定公司进行清算（因公司宣告破产而清算的除外），应当在为此召集的股东大会的通知中，声明董事会对公司的状况已经做了全面的调查，并认为公司可以在清算开始后 12 个月内全部清偿公司债务。

**Article 288** Where the Board of Directors proposes to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board of Directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.

股东大会进行清算的决议通过之后，公司董事会的职权立即终止。

Upon the adoption of the resolution by the shareholders at a general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease immediately.

清算组应当遵循股东大会的指示，每年至少向股东大会报告一次清算组的收入和支出，公司的业务和清算的进展，并在清算结束时向股东大会作最后报告。

The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the



committee's income and expenses, the business of the Company and the progress of the liquidation; and the present a final report to the shareholders' general meeting on completion of the liquidation.

**第二百八十九条** 清算组在清算期间行使下列职权:

**Article 289** During the liquidation period, the liquidation committee shall exercise the following functions and powers;

- (一) 清理公司财产, 分别编制资产负债表和财产清单;  
to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (二) 通知、公告债权人;  
To notify the creditor(s) or to publish public announcements;
- (三) 处理与清算有关的公司未了结的业务;  
to dispose of and liquidate any unfinished businesses of the Company;
- (四) 清缴所欠税款以及清算过程中产生的税款;  
to pay all outstanding taxes and taxes arising from the liquidation;
- (五) 清理债权、债务;  
to settle claims and debts;
- (六) 处理公司清偿债务后的剩余财产;  
to deal with the surplus assets remaining after the Company's debts have been repaid;
- (七) 代表公司参与民事诉讼活动。  
to represent the Company in any civil proceedings.

**第二百九十条** 清算组应当自成立之日起 10 日内通知债权人, 并于 60 日内在法律、行政法规或国家证券监管机构指定的报刊上至少公告三次。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 290** The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish at least three public announcement at the newspaper designated by the law, administrative regulations, or national securities regulators. A Director shall, within 30 days of receipt of the notice, or for creditors, who have not personally received such notice, within 45 days of the date of the public announcement, claim its rights to the liquidation committee.

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。

In claiming its rights, the creditor shall provide evidential material in respect thereof. The liquidation committee shall 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。

In the course of claiming of creditors' rights, the liquidation committee shall not make any repayment to creditors.

**第二百九十一条** 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 291** After it has sorted out the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or to the people's court for confirmation.

公司财产在依次分别支付清算费用、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。

Any surplus assets of the Company's remaining after paying for liquidation cost, staff's salary, social





insurance, statutory compensation, taxes payable, and debts of the Company shall be distributed to its shareholders according to the proportion of shares held.

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 liquidation period, the Company remains in existence; however, it shall not commence any business activity irrelevant with liquidation. The Company's assets shall not be distributed to its shareholders prior to repaying debts in accordance with the foregoing provision.

**第二百九十二条** 清算组在清理公司财产、编制资产负债表和财产清单后，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 292** After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets have insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the people's court for a declaration of insolvency.

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。

After the Company is declared insolvent by a ruling of the people's court, the liquidation committee shall transfer all matters arising from the liquidation of the people's court.

**第二百九十三条** 公司清算结束后，清算组应当制作清算报告以及清算期内的收支报表和财务帐册，经中国注册会计师验证后，报股东大会或者有关主管机关确认。

**Article 293** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a final report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or relevant competent authority for confirmation.

清算组应当自股东大会或者有关主管机关确认之日起 30 日内，将前述文件报送公司登记机关，申请注销公司登记，公告公司终止。

The liquidation committee shall, within 30 days after such confirmation, submit the documents referred to in the preceding paragraph to the Company registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.

**第二百九十四条** 清算组成员应当忠于职守，依法履行清算义务。

**Article 294** Members of the liquidation committee shall faithfully perform their duties and carry out their liquidation obligations in accordance with the 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。

Members of the liquidation committee may not abuse their authorities by accepting bribes or receiving other illegal income, and may not misappropriate the Company's assets.

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。

A committee member who causes loss to the Company or its creditors due to his intentional misconduct or gross negligence shall be liable for damages.

**第二百九十五条** 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 295** Where the Company is declared insolvent in accordance with the law, bankruptcy liquidation shall be carried out in accordance with the law concerning enterprise bankruptcy.

## 第十五章 修改章程

### Chapter 15 Amendment of the Articles of Association

**第二百九十六条** 有下列情形之一的，公司应当修改本章程：





**Article 296** In any of the following circumstances, the Company shall amend the Articles of Association:

- (一) 《公司法》或有关法律、行政法规修改后，本章程规定的事项与修改后的法律、行政法规的规定相抵触；  
The Articles of Association is contradictory to any provision of the amended version of the *Company Law* or other applicable laws or administrative regulations;
- (二) 公司的情况发生变化，与本章程记载的事项不一致；  
There is any change to the Company's situation and is inconsistent with any matter recorded in the Articles of Association;
- (三) 股东大会决定修改本章程。  
A shareholders' general meeting adopts a resolution for amendment of the Articles of Association.

**第二百九十七条** 股东大会决议通过的本章程修改事项应经主管机关审批的，须报原审批的主管机关批准；涉及公司登记事项的，依法办理变更登记。

**Article 297** Amendments of the matters of the Articles of Association adopted by a resolution of the shareholders' general meeting which are subject to approvals from relevant competent authority shall be submitted to the original competent approval authority for approval; if there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law.

**第二百九十八条** 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 298** The Board of Directors shall amend the Articles of Association according to the resolution of the shareholders' general meeting for amendments hereof and the approval opinions of relevant competent authority.

**第二百九十九条** 章程修改事项属于法律、法规要求披露的信息，按规定予以公告。

**Article 299** If amendments to the Articles of Association need to be disclosed pursuant to laws and regulations, they shall be disclosed accordingly.

## 第十六章 争议解决 Chapter 16 Dispute Resolution

**第三百条** 公司遵从下述争议解决规则：

**Article 300** The Company shall abide by the following principles of dispute resolution:

- (一) 凡境外上市外资股股东与公司之间，境外上市外资股股东与公司董事、监事、高级管理人员之间，境外上市外资股股东与内资股股东之间，基于公司章程、《公司法》及其他有关法律、行政法规所规定的权利义务发生的与公司事务有关的争议或者权利主张，有关当事人应当将此类争议或者权利主张提交仲裁解决。

Any dispute or claim arising between holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the overseas-Listed Foreign-Invested and the Company's Directors, supervisors or senior management members; or holders of the Overseas-Listed Foreign-Invested Shares and holders of Domestic-Invested Shares, in respect of any rights or obligations arising from the Articles of Association, the *Company Law* or any rights or obligations conferred or imposed by the *Company Law* or any other relevant laws and administrative regulations concerning the affairs of the Company shall be submitted for arbitration.

前述争议或者权利主张提交仲裁时，应当是全部权利主张或者争议整体；所有由于同一事由有诉因的人或者该争议或权利主张的解决需要其参与的人，如果其身份为公司或公司股东、董事、监事、高级管理人员，应当服从仲裁。

When a dispute or claim of rights referred to in the preceding paragraph is submitted for arbitration, the



entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, Directors, supervisors, or other senior management members of the Company, comply with the arbitration.

有关股东界定、股东名册的争议，可以不用仲裁方式解决。

Dispute in respect of the definition of shareholders and dispute in relation to the register of shareholders need not be resolved by arbitration.

(二) 申请仲裁者可以选择中国国际经济贸易仲裁委员会按其仲裁规则进行仲裁，也可以选择香港国际仲裁中心按其证券仲裁规则进行仲裁。申请仲裁者将争议或者权利主张提交仲裁后，对方必须在申请者选择的仲裁机构进行仲裁。

A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.

如申请仲裁者选择香港国际仲裁中心进行仲裁，则任何一方可以按香港国际仲裁中心的证券仲裁规则的规定请求该仲裁在深圳进行。

If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center,

(三) 以仲裁方式解决因本条（一）项所述争议或者权利主张，适用中华人民共和国的法律；但法律、行政法规另有规定的除外。

If any disputes or claims of rights are settled by way of arbitration in accordance with item (i) of this Article, the laws of the PRC govern, save as otherwise provided in law and administrative regulations.

(四) 仲裁机构作出的裁决是终局裁决，对各方均具有约束力。

The award of an arbitral body shall be final and conclusive and binding on all parties.

**第三百零一条** 不涉及第三百条所述的争议，当事人可以选择以诉讼或仲裁方式解决。

**Article 301** For any dispute not mentioned in Article 300, the parties may resolve it through either litigation or arbitration.

## 第十七章 附则 Chapter 17 Supplementary Provisions

**第三百零二条** 释义

**Article 302** Definition

(一) 控股股东，是指其持有的股份占公司股本总额 50%以上的股东；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。

A controlling shareholder means a shareholder who holds more than half of the Company's total stock, or a shareholder though whose proportion of shares is less than 50%, the voting right vested in the shares who holds is enough to have great influence on a resolution of a shareholders' general 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。



An effective controlling person means a person who is not a shareholder of the Company, but actually controls corporate behaviors through investment relationship, agreements, or 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。

Affiliated relation means the relationship between the Company's controlling shareholder, effective controlling person, Directors, supervisors, and senior management members and the enterprises they control directly or indirectly, and other relation that may cause transfer of the Company's interests.

- (四) 对外担保，是指公司为他人提供的担保，包括公司对控股子公司的担保；公司及控股子公司的对外担保总额，是指包括公司对控股子公司担保在内的公司对外担保总额与公司控股子公司对外担保总额之和。

External guarantees mean the guarantees provided by the Company for others, including the Company's guarantees for the subsidiaries; and the total amount of external guarantees of the Company and its subsidiaries means the sum of the total amount of the Company's external guarantees, including the Company's guarantees for the subsidiaries, and the total amount of external guarantees provided by the Company's subsidiaries.

**第三百零三条** 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 303** The Board of Directors may formulate detailed rules for the Articles of Association in accordance with the provisions hereof, but the detailed rules for the Articles of Association shall not conflict with the provisions hereof.

**第三百零四条** 本章程以中文书写，其他任何语种或不同版本的章程与本章程有歧义时，以在公司登记机关最近一次核准登记后的中文版章程为准。

**Article 304** The Articles of Association shall be written in Chinese. If there is any discrepancy between the Articles of Association and other versions of Articles of Association or other Articles of Association in other language, the Chinese version of the Articles of Association last approved and registered by the business registration authority shall prevail.

**第三百零五条** 本章程所称“以上”、“以内”、“以下”，都含本数；“不满”、“以外”、“低于”、“多于”不含本数。

**Article 305** The phrases "more than", "within" and "below" herein for the numbers include the numbers indicated themselves, while the phrases "exceed", "fall short", "beyond", "lower than" and "over" exclude the numbers indicated themselves.

**第三百零六条** 本章程由公司董事会负责解释。

**Article 306** The Company's Board of Directors shall have the power to interpret the Company's Articles of Association.

**第三百零七条** 本章程附件包括股东大会议事规则、董事会议事规则和监事会议事规则。

**Article 307** Appendices to these Articles of Association include the Procedural Rules for Shareholders' General Meetings, the Procedural Rules for Board of Directors Meetings, and the Procedural Rules for Meetings of the Board of Supervisors.

郑州煤矿机械集团股份有限公司  
Zhengzhou Coal Mining Machinery Group Co., Ltd.

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