

中集安瑞醇科技股份有限公司  
**CIMC Liquid Process Technology  
Co., Ltd.**

章程  
**Articles of Association**

2025 年 4 月

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## 第一章 总则

### Chapter I General Provisions

**第一条** 为维护公司、股东和债权人的合法权益，规范公司的组织和行为，根据《中华人民共和国公司法》（以下简称《公司法》）、《中华人民共和国证券法》（以下简称《证券法》）和其他有关规定，制订本章程。

**Article 1** These Articles of Association are formulated 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”) and other relevant laws and regulations, for the purpose of safeguarding the legitimate rights and interests of CIMC Liquid Process Technology Co., Ltd. (the “Company”), its shareholders and creditors and standardizing the organization and behavior of the Company.

**第二条** 公司系依照《公司法》和其他有关规定成立的股份有限公司（以下简称“公司”）。

**Article 2** The Company is a joint-stock limited company established under the Company Law and other relevant laws and regulations.

公司由中集安瑞醇科技有限公司以整体变更方式发起设立，在南通市市场监督管理局注册登记，取得营业执照，统一社会信用代码 913206916701041757。

The Company was established through the overall change of CIMC Liquid Process Technology Co., Ltd., registered with Nantong Administration for Market Regulation, and obtained a business license with a unified social credit code of 913206916701041757.

**第三条** 经全国中小企业股份转让系统有限责任公司（简称“全国股转公司”）审核同意，公司股票于 2024 年 8 月 8 日在全国中小企业股份转让系统挂牌并公开转让。

**Article 3** After being examined and approved by the National Equities Exchange and Quotations Co., Ltd. (“NEEQ Co., Ltd.”), the Company’s shares were listed on

the National Equities Exchange and Quotations (“NEEQ”) for public transfer on August 8, 2024.

**第四条** 公司注册名称：中集安瑞醇科技股份有限公司，英文全称 CIMC Liquid Process Technology Co., Ltd.。

**Article 4** Registered name of the Company is 中集安瑞醇科技股份有限公司 in Chinese and CIMC Liquid Process Technology Co., Ltd. in English.

**第五条** 公司住所：江苏省南通经济技术开发区和兴路 109 号。

**Article 5** Address of the Company: No. 109 Hexing Road, Nantong Economic and Technological Development Area, Jiangsu Province.

**第六条** 公司注册资本为人民币 75,623.946 万元。

**Article 6** Registered capital of the Company: RMB 756,239,460.

公司因增加或者减少注册资本而导致注册资本总额变更的，可以在股东大会通过同意增加或减少注册资本的决议后，再就因此而需要修改公司章程的事项通过一项决议，并说明授权董事会具体办理注册资本的变更登记手续。

In case of any change in the total registered capital of the Company due to capital increase or decrease, the Company may, after the General meeting has adopted the resolution approving the capital increase or decrease, adopt a resolution approving the amendment of the Articles of Association and authorizing the board of directors to specifically handle the procedures for the registration of capital change.

**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 with a permanent term of business.

**第八条** 公司董事长为公司的法定代表人。

**Article 8** The Chairman of Board of Directors of the Company shall be the legal representative of the Company.

**第九条** 公司全部资产分为等额股份，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** The Company's total assets are divided into equal shares, and the shareholders are liable for the Company to the extent of the shares they have subscribed for and the Company is liable for its debts to the extent of all its assets.

**第十条** 本公司章程自生效之日起，即成为规范公司的组织与行为、公司与股东、股东与股东之间权利义务关系的具有法律约束力的文件，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。公司、股东、董事、监事、高级管理人员之间涉及章程规定的纠纷，应当先行通过协商解决。协商不成的，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（总裁）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（总裁）和其他高级管理人员。

**Article 10** These Articles of Association, when they enter into force, shall become a document legally binding upon the Company's organizations and behaviors, upon the rights and obligations between the Company and its shareholders and between a shareholder and another shareholder, and upon the Company, its shareholders, directors, supervisors, and officers. Any and all disputes between the Company, its shareholders, directors, supervisors and officers in respect of the provisions of these Articles of Association shall be resolved through negotiation first. In case such negotiation fails, a shareholder shall have the right to file a lawsuit against another shareholder, or against a director, supervisor, general manager (president) or other officers, or against the Company, while the Company shall have the right to file a lawsuit against a shareholder, director, supervisor, general manager (president) and other officers, both in accordance with these Articles of Association.

**第十一条** 本章程所称其他高级管理人员是指公司的副总经理（副总裁）、财务负责人、董事会秘书以及董事会聘任的其他高级管理人员。

**Article 11** For the purpose of these Articles of Association, "other officers" refer to the deputy general manager (vice president), the finance chief, the secretary of the board of directors of the Company, as well as other officers appointed by the board of directors.

**第十二条** 公司根据中国共产党章程的规定，设立共产党组织、开展党的活动。公司为党组织的活动提供必要条件。

**Article 12** The Company shall, in accordance with the provisions of the Constitution of the Communist Party of China, establish a Communist Party

organization to carry out Party activities, and support the activities of the Party organization.

## 第二章 经营宗旨和范围

### Chapter II Business Purpose and Scope

**第十三条** 公司的经营宗旨：为全球市场提供高品质、可信赖的装备和服务，不断夯实现代企业管理制度，扩大企业的经营规模，努力实现长期稳定和可持续发展，为股东和员工提供良好回报，为社会创造可持续价值。

**Article 13** Business purpose of the Company: To provide high-quality and reliable equipment and services for the global market, continuously consolidate the modern enterprise management system, expand the business scale, and strive to achieve a stable and sustainable development for a long term, so as to provide good returns to shareholders and employees and create sustainable value for society.

**第十四条** 经公司登记机关核准，公司的经营范围为：研究、开发、设计和生产销售储罐及相关部件；承接储罐涉及的总承包项目（涉及资质的凭资质生产经营）；为储罐项目提供产品部件，维修和保养等售后服务；提供储罐项目涉及的培训和咨询服务（涉及前置许可经营的除外）。（依法须经批准的项目，经相关部门批准后方可开展经营活动）

许可项目：各类工程建设活动，特种设备设计；特种设备制造；特种设备安装改造修理（依法须经批准的项目，经相关部门批准后方可开展经营活动，具体经营项目以审批结果为准）

一般项目：对外承包工程；食品、酒、饮料及茶生产专用设备制造，日用化工专用设备制造；制药专用设备制造；制药专用设备销售；农副食品加工专用设备制造；农副食品加工专用设备销售；饲料生产专用设备制造；饲料生产专用设备销售；包装专用设备制造；包装专用设备销售；物料搬运装备制造；物料搬运装备销售；通用设备制造（不含特种设备制造）；通用设备修理；机械设备研发；机械设备销售；普通机械设备安装服务；智能控制系统集成；工业自动控制系统

装置制造；工业自动控制系统装置销售；电子、机械设备维护(不含特种设备)；软件开发；软件销售；租赁服务（不含许可类租赁服务）。特种设备销售；货物进出口；工程管理服务（除依法须经批准的项目外，凭营业执照依法自主开展经营活动）。

**Article 14** As approved by the enterprise registration authority, the Company's business scope is as follows: research, development, design, production and sales of storage tanks and related parts; general contracting of storage tanks projects (those subject to qualification shall not be operated unless relevant qualification is obtained); provision of spare parts and after-sales services such as repair and maintenance for storage tank projects; provision of training and consulting services related to storage tank projects (except for those subject to pre-licensing). (For items subject to approval according to law, business activities can not be carried out unless such approval is obtained from relevant department);

licensed items: all kinds of engineering construction activities; designing of specialized equipment, manufacturing of specialized equipment; installing, renovating and repairing of specialized equipment (for items subject to approval according to law, business activities can not be carried out unless such approval is obtained from relevant departments, and specific business items to be carried out are subject to the results of approval);

general items: foreign contracting projects; manufacturing of specialized equipment for food, alcohol, beverage, and tea production; manufacturing of equipment for the daily chemical industry; manufacturing of specialized equipment for pharmaceuticals; sales of specialized equipment for pharmaceuticals; manufacturing of specialized equipment for agricultural and sideline product processing; sales of specialized equipment for agricultural and sideline product processing; manufacturing of specialized equipment for feed production; sales of specialized equipment for feed production; manufacturing of specialized equipment for packaging; sales of specialized equipment for packaging; manufacturing of material handling equipment; sales of material handling equipment; manufacturing of general equipment (excluding specialized equipment); repairing of general equipment;



research of mechanical equipment; sales of mechanical equipment; general mechanical equipment installation services; integration of intelligent control systems; manufacturing of industrial automatic control system devices; sales of industrial automatic control system devices; maintenance of electronic and mechanical equipment (excluding specialized equipment); software development; sales of software; leasing services (excluding licensed leasing services); sales of specialized equipment; import and export of goods; engineering management services (business activities can be carried out independently according to the business license except for items subject to approval according to law).

## 第三章 股份

### Chapter III Shares

#### 第一节 股份发行

#### Section I Issue of Shares

**第十五条** 公司的股份采取记名股票的形式。

**Article 15** Shares of the Company shall be in the form of share certificate.

**第十六条** 公司股份的发行，实行公开、公平、公正的原则，同种类的每一股份应当具有同等权利。

**Article 16** For the issue of shares, the Company adopts the principles of publicity, fairness and impartiality with each share of the same class shall have the same rights.

同次发行的同种类股票，每股的发行条件和价格应当相同；任何单位或者个人所认购的股份，每股应当支付相同价格。

For the same class of shares issued at one time, their issue conditions and price shall be the same; for the shares subscribed by any organization or individual, the same price per share shall be paid.

**第十七条** 公司发行的股票，以人民币标明面值。

**Article 17** The par value of the shares issued by the Company is denominated in RMB.

**第十八条** 公司发行的股份，在中国证券登记结算有限公司北京分公司集中存管。

**Article 18** The shares issued by the Company shall be centrally deposited in the Beijing Branch of China Securities Depository and Clearing Co., Ltd.

**第十九条** 公司设立时向全体发起人发行的股份总数为 693,152,840 股，每股面值人民币 1 元，均为普通股，各发起人认购的股份数、股份比例和出资时间具体如下：

**Article 19** The total number of shares issued to all the sponsors at the time of establishment of the Company is 693,152,840 shares, all of which are ordinary shares with a par value of RMB 1 per share. The number of shares subscribed by each sponsor, their shareholding ratio and the date of capital contribution are as follows:

| 序号<br>S/N | 发起人姓名/名称<br>Name of sponsors  | 股份数额<br>(股)<br>Number of<br>shares | 股份比例<br>Shareholding<br>ratio | 出资方式<br>Way of capital<br>contribution          | 出资时间<br>Date of<br>capital<br>contribution |
|-----------|---|------------------------------------|-------------------------------|---|--|
| 1         | SOUND WINNER<br>HOLDINGS<br>LIMITED                                     | 650,000,000                        | 93.7744%                      | 净资产折股<br>Net assets<br>converted into<br>shares | 2022 年 10 月<br>20 日<br>October 20,<br>2022 |
| 2         | 珠海韵濠企业管<br>理合伙企业（有限<br>合伙）<br>Zhuhai Yunhao<br>Enterprise<br>Management | 4,730,556                          | 0.6825%                       | 净资产折股<br>Net assets<br>converted into<br>shares | 2022 年 10 月<br>20 日<br>October 20,<br>2022 |

|             |  |             |         |   |  |
|-------------|--|-------------|---------|---|--|
|             | Partnership<br>(Limited<br>Partnership)  |             |         |   |  |
| 3           | 珠海鹏瑞滢玺企<br>业管理合伙企业<br>(有限合伙)<br>Zhuhai Pengrui<br>Yingxi Enterprise<br>Management<br>Partnership<br>(Limited<br>Partnership) | 15,012,056  | 2.1658% | 净资产折股<br>Net assets<br>converted into<br>shares | 2022 年 10 月<br>20 日<br>October 20,<br>2022 |
| 4           | 珠海鹏瑞润玺企<br>业管理合伙企业<br>(有限合伙)<br>Zhuhai Pengrui<br>Runxi Enterprise<br>Management<br>Partnership<br>(Limited<br>Partnership)  | 14,852,786  | 2.1428% | 净资产折股<br>Net assets<br>converted into<br>shares | 2022 年 10 月<br>20 日<br>October 20,<br>2022 |
| 5           | 中信证券投资有<br>限公司<br>CITIC Securities<br>Investment Co.,<br>Ltd   | 8,557,442   | 1.2346% | 净资产折股<br>Net assets<br>converted into<br>shares | 2022 年 10 月<br>20 日<br>October 20,<br>2022 |
| 合计<br>Total |  | 693,152,840 | 100%    | —   | —  |

第二十条 公司股份总数为 756,239,460 股，均为普通股。

**Article 20** The total number of shares of the Company is 756,239,460, all of which are ordinary shares.

**第二十一条** 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 21** The Company or its subsidiaries (including the Company's affiliates) will not provide any financial assistance for the persons who purchase or intend to purchase the shares of the Company in the forms of gifts, advance, guarantees, compensation, loans or otherwise.

## 第二节 股份增减和回购

### Section II Share Increase and Decrease; Share Repurchase

**第二十二条** 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注册资本：

**Article 22** Based on its needs for operation and development and in accordance with relevant laws and regulations, the Company may apply any of the following methods to increase its registered capital upon resolution of the general meeting:

（一）公开发行股份；

1. public offering of shares;

（二）非公开发行股份；

2. non-public offering of shares;

（三）向现有股东派送红股；

3. bonus issue to its existing shareholders;

（四）以公积金转增股本；

4. conversion of capital reserves into share capital; or

（五）法律、行政法规规定以及中国证券监督管理委员会批准的其他方式。

5. other methods permitted by relevant laws, administrative regulations or approved by CSRC.

**第二十三条** 公司可以减少注册资本。公司减少注册资本，应当按照《公司法》以及其他有关规定和本章程规定的程序办理。

**Article 23** The Company may reduce its registered capital. To reduce its registered capital, the Company shall go through the procedures set out in the Company Law and other relevant laws and regulations as well as these Articles of Association.

**第二十四条** 公司不得收购本公司股份。但是，有下列情形之一的除外：

**Article 24** The Company shall not repurchase its own shares, unless it does so under any of the following circumstances:

（一）减少公司注册资本；

1. to decrease the registered capital of the Company;

（二）与持有本公司股份的其他公司合并；

2. to merge with another company who holds the shares of the Company;

（三）将股份用于员工持股计划或者股权激励；

3. to use shares in employee stock ownership plan or equity incentive;

（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；

4. to repurchase shares of those shareholders who request an acquisition of shares since they dissent resolutions on the merger and division of the Company at the general meeting.

（五）将股份用于转换公司发行的可转换为股票的公司债券；

5. to convert shares into convertible corporate bonds issued by the Company;

（六）公司为维护公司价值及股东权益所必需。

6. it is necessary for the Company to maintain its value and shareholders' interests.

除上述情形外，公司不得进行买卖本公司股份的活动。

The Company shall not repurchase or sell its shares under the circumstances other than those mentioned above.

**第二十五条** 公司收购本公司股份，可以通过公开的集中交易方式，或者法律、行政法规和全国股转公司认可的其他方式进行。

**Article 25** The Company may repurchase its shares through open centralized trading or other methods recognized by laws, administrative regulations and NEEQ Co., Ltd.

公司因本章程 0 第一款第（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。

Where the Company repurchases its shares due to the circumstances specified in Items 3, 5 and 6, Paragraph 1, Article 24 above, it shall do so through public centralized trading.

**第二十六条** 公司因本章程 0 第一款第（一）项、第（二）项规定的情形收购本公司股份的，应当经股东大会决议；公司因本章程 0 第一款第（三）项、第（五）项、第（六）项规定的情形收购本公司股份的，可以依照本章程的规定或者股东大会的授权，经三分之二以上董事出席的董事会会议决议。

**Article 26** Where the Company repurchases its own shares due to the circumstances specified in Items 1 and 2, Paragraph 1, Article 24 above, a resolution shall be made at the general meeting first. Where the Company repurchases its own shares due to the circumstances specified in Item 3, 5 and 6, Paragraph 1, Article 24 above, in accordance with the provisions of these Articles of Association or the authorization of the general meeting, a resolution shall be made at the meeting of board of directors attended by more than two-thirds of the directors first.

公司依照本章程 0 第一款规定收购本公司股份后，属于第（一）项情形的，应当自收购之日起十日内注销；属于第（二）项、第（四）项情形的，应当在六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。

After the Company repurchases its own shares in accordance with the provisions of Paragraph 1, Article 24 above, such shares shall be cancelled within ten days from the date of repurchase if it falls under the circumstances specified in Item 1, or be transferred or cancelled within six months if it falls under the circumstances specified

in Item 2 or 4, or be transferred or cancelled within three years and the total number of the Company's shares held by the Company shall not exceed 10% of the total issued shares of the Company if it falls under the circumstances specified in Item 3, 5 and 6.

### 第三节 股份转让

#### Section III Share Transfer

**第二十七条** 公司的股份可以依法转让。

**Article 27** Shares of the Company can be transferred according to law.

**第二十八条** 公司不接受本公司的股票作为质押权的标的。

**Article 28** The Company does not accept any pledge created upon its shares.

**第二十九条** 发起人持有的本公司股份，自公司成立之日起一年内不得转让。

**Article 29** The Company's shares held by the sponsors shall not be transferred within one year after the incorporation of the Company.

公司董事、监事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况，在任职期间每年转让的股份不得超过其所持有本公司股份总数的百分之二十五。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 officers shall report to the Company the Company's shares held by them as well as any change thereof. During their terms of office, they shall not transfer more than 25% of the total shares held by them in the Company each year. In case of resignation, they shall not transfer the Company's shares held by them within half a year.

**第三十条** 公司持有百分之五以上股份的股东、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六个月内卖出，或者在卖出后六个月内又买入，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。有中国证监会规定的其他情形的除外。

**Article 30** Where any director, supervisor or senior officer of the Company who holds more than 5% of the Company shares sells company stock he/she holds within

six months of the relevant purchase, or purchases any stock he has sold within six months of the relevant sale, the proceeds generated therefrom shall be incorporated into the profits of the Company, and the board of directors of the Company shall recover the proceeds, with the exception of the circumstances stipulated by CSRC.

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 securities of the nature of equity held by directors, supervisors, officers, and natural person shareholders as mentioned in the preceding paragraph include such shares or other equity securities held by their spouses, parents, and children, or held through 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三十日内执行。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 directors of the Company does not implement Paragraph 1 of this Article, the shareholders have the right to request it to do so within 30 days. Where the board of directors of the Company fails to do so within the said time limit, the shareholders shall have the right to file a lawsuit directly with the people's court in their own names for the benefit of the Company.

公司董事会不按照第一款的规定执行的，负有责任的董事依法承担连带责任。

Where the board of directors of the Company fails to implement Paragraph 1 of this Article, the responsible directors shall bear joint and several liabilities in accordance with the law.

## 第四章 股东和股东大会

### Chapter IV Shareholders and General Meeting

#### 第一节 股东



## Section I Shareholders

**第三十一条** 公司依据证券登记机构提供的凭证建立股东名册，股东名册是证明股东持有公司股份的充分证据。股东按其所持有股份的种类享有权利，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

**Article 31** The Company shall establish a register of shareholders in accordance with the certificates provided by the securities registration institution. The register of shareholders is sufficient evidence to prove that shareholders hold shares of the Company. The shareholders shall enjoy rights and fulfill obligations as per the shares they hold, and the same shares represent the same rights and the same obligations.

**第三十二条** 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 32** Where the Company holds a general meeting, distributes dividends, goes into liquidation or engages in any other activities for which confirmation of the identities of the shareholders is required, the record date shall be determined by the board of directors or the conveners of the general meeting. Shareholders registered in the register of shareholders after the close of trading on the record date shall enjoy the rights and interests as shareholders.

**第三十三条** 公司股东享有下列权利：

**Article 33** Shareholders of the Company may exercise the following functions and powers:

（一）依照其所持有的股份份额获得股利和其他形式的利益分配；

1. to obtain dividends and other distributions according to the shares they hold;

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

2. to request, convene, preside over, attend either in person or by proxy the general meeting and exercise their voting rights according to the law;

（三）对公司的经营进行监督，提出建议或者质询；

3. to supervise the Company's business conduct and raise proposals or inquiries with respect thereto;

（四）依照法律、行政法规及本章程的规定转让、赠与或质押其所持有的股份；

4. to transfer, gift or pledge the shares they hold according to the laws, administrative regulations and these Articles of Association;

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

5. to consult these Articles of Association, the register of shareholders, stud of the corporate bonds, minutes of the general meeting, resolutions of the meetings of board of directors, resolutions of the meetings of board of supervisors, and the financial statements;

（六）公司终止或者清算时，按其所持有的股份份额参加公司剩余财产的分配；

6. to participate in the distribution of the remaining assets of the Company according to the shares they hold when the Company is terminated or liquidated;

（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；

7. to require the Company to repurchase their shares where they dissent resolutions on the merger and division of the Company at the general meeting; and

（八）法律、行政法规、部门规章或本章程规定的其他权利。

8. other rights stipulated by laws, administrative regulations, department rules or these Articles of Association.

**第三十四条** 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 34** If any shareholder requests to consult relevant information or obtain relevant materials as set out in the preceding Article, such shareholder shall provide the Company with written documents bearing evidence of the type and number of

shares held by him/her, and, upon authentication of his/her identity, the Company shall then provide the information or materials accordingly.

**第三十五条** 股东大会、董事会的决议内容违反法律、行政法规的，股东有权请求人民法院认定无效。

**Article 35** If any resolution of the general meeting or the board of directors runs against the laws or administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution.

股东大会、董事会的会议召集程序、表决方式违反法律、行政法规或者公司章程，或者决议内容违反公司章程的，股东可以自决议作出之日起六十日内，请求人民法院撤销。

If the meeting convening procedure and voting method of the general meeting or the board of directors run against the laws or administrative regulations or these Articles of Association, or if the content of any resolution runs against these Articles of Association, the shareholders shall have the right to request the people's court to cancel the same within 60 days after adoption of the resolution.

**第三十六条** 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，连续一百八十日以上单独或合并持有公司百分之一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 36** If any director or officer violates the laws and administrative regulations or these Articles of Association in fulfilling their duties, thereby incurring any loss of the Company, the shareholder(s) individually or jointly holding 1% or more shares of the Company for more than 180 consecutive days shall have the right to request the board of supervisors in writing to bring a lawsuit to the people's court. If the board of supervisors violates the laws and administrative regulations or these Articles of Association in fulfilling its duties, thereby incurring any loss of the Company, the shareholders shall have the right to request the Board of Director in writing to bring a lawsuit to 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三十日内未提起诉讼，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。

If the board of supervisors or board of directors refuses to bring a lawsuit after receiving the said request, or does not bring a lawsuit within 30 days after receiving the said request, or if the circumstance is urgent or any delay in bringing the lawsuit may incur irrecoverable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall have the right to directly bring a lawsuit to the people's court in their own names for the interests 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。

If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss of the Company, the shareholders as specified in Paragraph 1 of this Article may bring a lawsuit to the people's court pursuant to the preceding two paragraphs.

**第三十七条** 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 37** If any director or officer violates the laws, administrative regulations or these Articles of Association, thereby incurring any loss to the shareholders, the shareholders may bring a lawsuit to the people's court.

**第三十八条** 公司股东承担下列义务：

**Article 38** Shareholders of the Company shall fulfil the following obligations:

（一）遵守法律、行政法规和公司章程；

1. to observe laws, administrative regulations and these Articles of Association;

（二）依其所认购的股份和入股方式按期缴纳股金；

2. to timely pay the share capital according to the shares they subscribed and the way of contribution;

（三）除法律、法规规定的情形外，不得退股；

3. not to withdraw their contributions from the Company unless otherwise provided by laws and regulations; and

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

4. not to abuse shareholder's right to harm the interests of the Company or other shareholders; not to abuse the Company's independent status as a legal person or shareholders' limited liability to harm the interests of the Company's creditors;

（五）法律、行政法规及本章程规定应当承担的其他义务。

5. to fulfill other obligations stipulated by laws, administrative regulations and these Articles of Association.

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。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。

If any shareholder of the Company abuses its shareholder's right, thereby causing any loss to the Company or other shareholders, the shareholder shall be liable for compensation according to law. If any shareholder abuses the Company's independent status as a legal person or shareholders' limited liability to evade debts, thereby damaging the interests of the Company's creditors, the shareholder shall bear several liability for the Company's debts.

**第三十九条** 持有公司百分之五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 39** If any shareholder holding 5% or more of voting shares of the Company pledges the Company's shares held by it, the shareholder shall submit a written report to the Company on the date on which the said pledge is executed.

**第四十条** 公司的控股股东、实际控制人不得利用其关联关系损害公司利益。违反规定给公司造成损失的，应当承担赔偿责任。

**Article 40** None of the controlling shareholder and actual controller(s) of the Company shall use their affiliate relations to damage the interests of the Company. Otherwise, they shall make compensation for the loss incurred to the Company, if any.

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 actual controller(s) of the Company shall fulfill the obligation of good faith to the Company and general public shareholders. The controlling shareholder shall duly exercise the contributors' rights according to the law, and shall not damage the legitimate rights and interests of the Company and general public shareholders by means of profit distribution, asset reorganization, external investment, fund appropriation and loan guarantee, or abuse its controlling status to damage the interests of the Company and general public shareholders.

公司不得以下列方式将资金直接或者间接地提供给控股股东、实际控制人及其他关联方使用：

The Company shall not directly or indirectly provide funds to its controlling shareholder, actual controller(s), and other affiliates for their own use in the following manners:

（一）为控股股东、实际控制人及其他关联方垫支工资、福利、保险、广告等费用、承担成本和其他支出；

1. paying wages, benefits, insurance, advertising, and other expenses and assuming costs and other expenses for its controlling shareholder, actual controller(s), and other affiliates.

（二）代控股股东、实际控制人及其控制的企业偿还债务；

2. repaying debts on behalf of its controlling shareholder, actual controller(s), and the enterprises controlled by it;

（三）有偿或者无偿地拆借公司的资金（含委托贷款）给控股股东、实际控制人及其他关联方使用，但公司参股公司的其他股东同比例提供资金的除外。前述所称“参股公司”，不包括由控股股东、实际控制人控制的公司；

3. lending company funds (including entrusted loans) gratuitously or non-gratuitously to its controlling shareholder, actual controller(s), and other affiliates for their own use, unless the other shareholders of companies in which the Company

has a minority interest provide funds in proportion. For the purposes of the foregoing, "companies in which the Company has a minority interest" shall not include companies under the control of its controlling shareholder and actual controller(s).

（四）不及时偿还公司承担控股股东、实际控制人及其控制的企业的担保责任而形成的债务

4. failing to timely repay the debt formed by the Company's assumption of guarantee responsibilities for its controlling shareholder, actual controller(s) and the enterprises controlled by it

（五）委托控股股东、实际控制人及其他关联方进行投资活动；

5. authorizing its controlling shareholder, actual controller(s), and other affiliates to conduct investment activities.

（六）为控股股东、实际控制人及其他关联方开具没有真实交易背景的商业承兑汇票，以及在无商品和劳务对价情况下或者明显有悖商业逻辑情况下以采购款、资产转让款、预付款等方式向控股股东、实际控制人及其控制的企业提供资金；

6. issuing trade acceptances without real transaction background for its controlling shareholder, actual controller(s) and other affiliates and providing funds to its controlling shareholder, actual controller(s) and the enterprises controlled by it in the form of purchase money, asset transfer money, prepayment, or the like in the absence of consideration in the form of goods and services or clearly contrary to business logic.

（七）中国证监会、全国股转公司认定的其他方式。

7. other manners as determined by CSRC and NEEQ Co., Ltd..

## 第二节 股东大会

### Section II General Meeting

**第四十一条** 股东大会是公司的权力机构，依法行使下列职权：

**Article 41** The general meeting is the authority of power of the Company and may exercise the following functions and powers according to law:

(一) 决定公司的经营方针和投资计划;

1. to decide on business policies and investment plans of the Company;

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

2. to elect and change the directors and the supervisors who are not employee representatives, and decide on their remunerations;

(三) 审议批准董事会的报告;

3. to deliberate and approve reports of the board of directors;

(四) 审议批准监事会报告;

4. to deliberate 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;

5. to deliberate and approve annual budgets and final accounts of the Company;

(六) 审议批准公司的利润分配方案和弥补亏损方案;

6. to deliberate and approve profit distribution plans and loss recovery plans of the Company;

(七) 对公司增加或者减少注册资本作出决议;

7. to resolve on the increase or decrease of the Company's registered capital;

(八) 对发行公司债券作出决议;

8. to decide on issuance of corporate 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;

9. to resolve on the merger, division, dissolution or liquidation of the Company, or change of corporate form of the Company;

(十) 修改本章程;

10. to amend these Articles of Association;

(十一) 对公司聘用、解聘会计师事务所作出决议;

11. to resolve on the appointment or dismissal of the Company's accounting firm;



（十二）审议批准本章程第四十二条规定的担保事项；

12. to deliberate and approve matters relating to the guarantees stipulated in Article 42 hereof;

（十三）审议公司在一年内购买、出售重大资产超过公司最近一期经审计总资产百分之三十的事项；

13. to deliberate the purchase or disposal of any major assets within one year in an amount in excess of 30% of the Company's total assets as audited in the latest period;

（十四）审议批准本章程规定的应由股东大会审议批准的关联交易、财务资助及其他重大交易事项；

14. to deliberate and approve the affiliate transactions, financial assistance and other major transactions that should be deliberated and approved by the general meeting of shareholders as provided in these Articles;

（十五）审议批准变更募集资金用途事项；

15. to deliberate and approve any change in the purpose of raised funds;

（十六）审议股权激励计划和员工持股计划；

16. to deliberate equity incentive plans and employee stock ownership plans;

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

17. to deliberate other matters which, in accordance with the laws, administrative regulations, department rules and these Articles of Association, must be approved by the general meeting.

上述股东大会的职权不得通过授权的形式由董事会或其他机构和个人代为行使。

The functions and powers of the general meeting mentioned above shall not be authorized to the board of directors or other organizations or individuals.

**第四十二条** 公司下列对外担保行为，应当在董事会审议通过后提交股东大会审议：

**Article 42** Any of the following guarantees to be provided by the Company shall be subject to the deliberation of the general meeting after being deliberated and approved by the board of directors:

(一) 单笔担保额超过公司最近一期经审计净资产百分之十的担保;

1. a single guarantee whose amount exceeds 10% of the Company's net assets as audited in the latest period;

(二) 本公司及本公司控股子公司的对外担保总额, 超过最近一期经审计净资产的百分之五十以后提供的任何担保;

2. any guarantee to be provided after the total amount of guarantees provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's net assets as audited in the latest period;

(三) 为资产负债率超过百分之七十的担保对象提供的担保;

3. any guarantee to be provided for any subject with a liability-asset ratio of more than 70%;

(四) 连续十二个月内担保金额超过公司最近一期经审计总资产百分之三十的担保;

4. any guarantee whose amount aggregated over a consecutive twelve month period exceeds 30% of the Company's net assets as audited in the latest period;

(五) 对股东、实际控制人及其关联人提供的担保;

5. any guarantee to be provided for shareholders, actual controllers or their affiliates; and

(六) 中国证券监督管理委员会、全国股转公司以及本章程规定的其他担保。

6. other guarantees as provided by CSRC, NEEQ Co., Ltd. and these Articles.

股东大会审议前款第(四)项担保事项时, 应经出席会议的股东所持表决权的三分之二以上通过。

For the guarantee matter set out in Item 4 of the preceding paragraph, it shall not be approved unless it is voted for by more than two-thirds of the voting rights held by the shareholders present at the general meeting.

股东大会在审议为股东、实际控制人及其关联人提供的担保议案时，该股东或受该实际控制人支配的股东，不得参与该项表决，该项表决由出席股东大会的其他股东所持表决权的半数以上通过。公司为控股股东、实际控制人及其关联方提供担保的，控股股东、实际控制人及其关联方应当提供反担保。

When the general meeting deliberates a proposal on the provision of guarantee for a shareholder, actual controller or any of its affiliates, that shareholder or the shareholder controlled by that actual controller shall not participate in the voting, and the proposal shall not be passed unless it is voted for by more than half of the voting rights held by the other shareholders present. If the Company provides guarantees for its controlling shareholder, an actual controller or any of its affiliates, such controlling shareholder, actual controller and affiliate shall provide counter guarantees.

公司为全资子公司提供担保，或者为控股子公司提供担保且控股子公司其他股东按所享有的权益提供同等比例担保，属于第一款第（一）项至第（三）项情形的，可以豁免提交股东大会审议。

Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlled subsidiary and other shareholders of the controlled subsidiary provide the same proportion of guarantee according to their respective rights and interests, such guarantee may be exempted from being submitted to the general meeting for deliberation, even though it falls under the circumstances set out in Items 1 to 3 of Paragraph 1 above.

公司对外担保存在董事会、股东大会违反审批权限、审议程序的情形，给公司造成损失的，由违反审批权限和审议程序的相关股东、董事、高级管理人员承担赔偿责任。公司将根据所遭受经济损失大小、情节轻重程度等情况，对相关责任人给予警告、通报批评、记过、降职、免职（含建议董事会、股东大会予以撤职）、解除劳动合同等处分。

Where the board of directors or the general meeting goes beyond the approval authority or violate the deliberation procedures in deliberating and approving the Company's external guarantees, thus causing losses of the Company, the violating shareholders, directors and officers shall be liable for compensation accordingly. In addition, the Company will give the responsible person(s) a warning, a notice of

criticism, a demerit recording, demotion, dismissal (including suggesting the board of directors and the general meeting removing them), termination of the labor contract and other sanctions according to the amount of economic losses caused, the seriousness of the circumstances, etc.

**第四十三条** 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一次，应当于上一会计年度结束后的六个月内举行。

**Article 43** The general meeting is divided into annual general meeting and extraordinary general meeting. An annual general meeting shall be convened within six months after the end of the previous accounting year once every year.

**第四十四条** 有下列情形之一的，公司在事实发生之日起两个月以内召开临时股东大会：

**Article 44** An extraordinary general meeting shall be convened within two months under any of the following circumstances.

（一）董事人数不足《公司法》规定人数或者本章程所定人数的三分之二时；

1. where the number of directors falls below two thirds of the minimum number of directors as required by the Company Law or as specified in these Articles of Association;

（二）公司未弥补的亏损达实收股本总额三分之一时；

2. where the bad debts of the Company reach one third of its total paid-in capital;

（三）单独或者合计持有公司百分之十以上股份的股东请求时；

3. where it is so requested by the shareholder(s) that solely or collectively hold(s) 10% or more of the shares of the Company;

（四）董事会认为必要时；

4. where the board of directors deems necessary;

（五）监事会提议召开时；

5. on the request of the board of supervisors; or

（六）法律、行政法规、部门规章或章程规定的其他情形。

6. any other circumstances stipulated by laws, administrative regulations, department rules or these Articles of Association.

**第四十五条** 本公司召开股东大会的地点为公司住所地或股东大会会议通知中确定的其他地点。

**Article 45** The Company shall hold the general meeting in its domicile or a place specified in the notice of the general meeting.

股东大会将设置会场，以现场会议形式召开。股东人数超过 200 人时且审议本章程**第八十条**规定的单独计票事项的，公司还应提供网络投票的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 meeting place and be convened in the form of an on-site meeting. When the number of shareholders of the Company exceeds 200 and the general meeting deliberates any matter stipulated in Article 80 hereof on which minority investors' votes will be separately calculated, the Company shall also provide convenience for shareholders through the Internet to attend the general meeting. The shareholders that attend the meeting by the aforesaid means shall be deemed present.

**第四十六条** 本公司召开年度股东大会以及股东大会提供网络投票方式的，应聘请律师对以下问题出具法律意见并公告：

**Article 46** When convening an annual general meeting and shareholders can attend the general meeting through the Internet, the Company shall hire lawyers to issue legal opinions about the following issues:

(一)会议的召集、召开程序是否符合法律、行政法规、本章程；

1. whether the procedures for convening and holding the meeting are in line with the laws, administrative regulations and these Articles of Association;

(二)出席会议人员的资格、召集人资格是否合法有效；

2. whether the qualifications of the attendees and the convener are lawful and effective;

(三)会议的表决程序、表决结果是否合法有效；

3. whether the voting procedures and results of the meeting are lawful and effective; and

(四)应本公司要求对其他有关问题出具的法律意见。

4. other relevant issues as requested by the Company.

### 第三节 股东大会的召集

#### Section III Convening of the General Meeting

**第四十七条** 股东大会由董事会依法召集，由董事长主持。

**Article 47** The general meeting shall be convened by the board of directors according to law and presided over by the chairman of the board of directors.

**第四十八条** 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，在收到提议后十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。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五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。

**Article 48** An independent director is entitled to propose an extraordinary general meeting to the board of directors. In respect to the proposal of the independent director for convening an extraordinary general meeting, the board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give written feedback on whether to convene an extraordinary general meeting or not within ten days upon receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, it shall send a notice thereon within five days after the relevant resolution of the board of directors is made. If the board of directors does not agree to convene an extraordinary general meeting, its reasons shall be given and announced.

**第四十九条** 监事会有权向董事会提议召开临时股东大会，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，在收到提案后十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 49** The board of supervisors is entitled to propose an extraordinary general meeting to the board of directors, and shall put forward the proposal to the board of directors in written form. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give written

feedback on whether to convene the extraordinary general meeting or not within ten days upon receipt of the proposal.

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五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。董事会不同意召开临时股东大会，或者在收到提案后十日内未作出反馈的，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 agrees to convene an extraordinary general meeting, it shall send a notice thereon within five days after the relevant resolution of the board of directors is made; if the board of directors changes the original proposal in the notice, it shall obtain the consent of the board of supervisors. If the board of directors does not agree to convene an extraordinary general meeting or fails to give written feedback within ten days upon receipt of the proposal, it shall be regarded that the board of directors cannot or fails to perform the duty of convening the general meeting, and the board of supervisors may convene and preside over such meeting itself.

**第五十条** 单独或者合计持有公司百分之十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，在收到请求后十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 50** Shareholder(s) that solely or collectively hold(s) 10% or more of the shares of the Company shall have the right to request the board of directors to convene an extraordinary general meeting, and shall put forward the request to the board of directors in written form. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give written feedback on whether to convene the extraordinary general meeting or not within ten days upon receipt of the request.

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五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 directors agrees to convene the extraordinary general meeting, it shall send a notice thereon within five days after relevant resolution of the board of

directors is made; if the board of directors changes the original request in the notice, it shall obtain the consent of relevant shareholders.

董事会不同意召开临时股东大会，或者在收到请求后十日内未作出反馈的，单独或者合计持有公司百分之十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 fails to give feedback within ten days upon receipt of the request, the shareholder(s) that solely or collectively hold(s) 10% or more of the shares of the Company shall have the right to request the board of supervisors to convene an extraordinary general meeting, but shall put forward the request to the board of supervisors in written form.

监事会同意召开临时股东大会的，应在收到请求五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, it shall send a notice thereon within five days upon receipt of the request; if the board of supervisors changes the original request in the notice, it shall obtain the consent of relevant 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，连续九十日以上单独或者合计持有公司百分之十以上股份的股东可以自行召集和主持临时股东大会。

If the board of supervisors fails to send a notice thereon within the prescribed time limit, it will be regarded that the board of supervisors will not convene or preside over the extraordinary general meeting, and the shareholder(s) that has/have held 10% or more of the shares of the Company solely or collectively for 90 or more consecutive days may convene or preside over an extraordinary general meeting itself/themselves.

**第五十一条** 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，同时向证券交易所备案。



**Article 51** Where the board of supervisors or any shareholder decides to convene a general meeting itself/themselves, it/they shall send a written notice to the board of directors and shall notify the stock exchange for the record.

在股东大会决议公告前，召集股东大会的股东合计持股比例不得低于百分之十。

Before any announcement on the resolutions of the general meeting can be made, the shareholding ratio of the shareholders convening the general meeting shall not be less than 10%.

**第五十二条** 对于监事会或股东自行召集的股东大会，董事会和信息披露事务负责人将予配合，并及时履行信息披露义务。董事会将提供股权登记日的股东名册。

**Article 52** In respect to the general meeting convened by the board of supervisors or the shareholders themselves, the board of directors and the person in charge of information disclosure shall cooperate therewith and fulfill their obligations of information disclosure in a timely manner. The board of directors shall provide a register of shareholders on the record date.

**第五十三条** 监事会或股东自行召集的股东大会，会议所必需的费用由本公司承担。

**Article 53** The expenses required by the general meeting convened by the board of supervisors or shareholders themselves shall be borne by the Company.

## 第四节 股东大会的提案与通知

### Section IV Proposals and Notification of the General Meeting

**第五十四条** 股东大会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 54** The contents of a proposal of the general meeting shall fall within the scope of authority of the general meeting, include definite topics for discussion and

specific matters for resolution, and be in line with the laws, administrative regulations and these Articles of Association.

**第五十五条** 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百分之三以上股份的股东，有权向公司提出提案。

**Article 55** When the Company convenes a general meeting, the board of directors, the board of supervisors and the shareholder(s) that solely or collectively hold(s) 3% or more of the shares of the Company shall have the right to put forward a proposal to the Company.

单独或者合计持有公司百分之三以上股份的股东，可以在股东大会召开十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两日内发出股东大会补充通知，并将该临时提案提交股东大会审议。

Shareholder(s) that solely or collectively hold(s) 3% or more of the shares of the Company may put forward a temporary proposal and submit it to the convener in written form within ten days before the general meeting is convened. The convener shall issue a supplementary notice of the general meeting within two days after receiving the proposal, and submit the temporary proposal to the general meeting for deliberation.

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

Except as prescribed in the preceding paragraph, the convener shall, after sending a notice of the general meeting, not amend the proposal listed in the notice of the general meeting or add any new proposal.

股东大会通知中未列明或不符合法律法规和本章程 0 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 on or resolve any proposal not listed in the notice of the general meeting or inconsistent with laws and regulations as well as Article 54 hereof.

**第五十六条** 召集人将在年度股东大会召开二十日前以公告方式通知各股东，临时股东大会将于会议召开十五日前以公告方式通知各股东。

**Article 56** The convener shall notify all shareholders 20 days before an annual general meeting and 15 days before an extraordinary general meeting, both by way of announcement.

公司在计算起始期限时，不应当包括会议召开当日。

In calculating the period of "20 days" or "15 days", the date of meeting shall not be included.

**第五十七条** 股东大会会议的通知包括以下内容：

**Article 57** A notice of the general meeting shall:

（一）会议的时间、地点和会议期限；

1. specify the time, place and duration of the meeting;

（二）提交会议审议的事项和提案；

2. specify the matters and proposals to be submitted to the meeting for deliberation;

（三）以明显的文字说明：全体股东均有权出席股东大会，并可以委托代理人出席会议和参加表决，该股东代理人不必是公司的股东；

3. clearly state that all shareholders have the right to attend the general meeting and vote at the meeting, either in person or by proxy (which need not be shareholders of the Company);

（四）有权出席股东大会股东的股权登记日；

4. the record date for determining those shareholders who have the right to attend the general meeting;

（五）会务常设联系人姓名，电话号码。

5. contain the name and telephone number of the permanent contact person for conference affairs.

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。

The notice and supplementary notice of the general meeting shall fully and completely disclose the specific contents of all the proposals. Where matters to be discussed require independent directors' opinions, the opinions and reasons given by

the independent directors shall be disclosed when the notice or supplementary notice of the general meeting is issued.

股东大会采用网络或其他方式的，应当在股东大会通知中明确载明其他方式的表决时间及表决程序。

If a general meeting is held via the internet or by other methods, the voting time and voting procedures shall be clearly stated in the notice of the general meeting.

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 time at which voting commences for a general meeting held via the internet or by other means shall be no earlier than 3:00 PM on the day before the on-site general meeting is held and no later than 9:30 AM on the day on which the on-site general meeting is held, and shall conclude no earlier than 3:00 PM on the day on which the on-site general meeting is closed.

股权登记日与会议日期之间的间隔应当不多于七个交易日，且应当晚于公告的披露时间。股权登记日一旦确认，不得变更。

The period between the record date and the meeting date shall be no more than seven trading days and should be later than the time of making the announcement. The record date shall not be changed once confirmed.

**第五十八条** 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 58** Where a general meeting plans to discuss the election of directors or supervisors, details of such director candidates or supervisor candidates shall be fully disclosed in the notice of the general meeting, at least including the following information:

（一）教育背景、工作经历、兼职等个人情况；

1. educational background, working experience, part-time job and other personal information;

（二）与本公司或本公司的控股股东及实际控制人是否存在关联关系；

2. any affiliate relationship with the Company or its controlling shareholder and actual controller(s);

(三) 披露持有本公司股份数量;

3. number of shares of the Company such candidates hold; and

(四) 是否受过中国证监会及其他有关部门的处罚和全国股转公司、证券交易所惩戒。

4. whether such candidates have been punished by CSRC or other relevant departments, or disciplined by NEEQ Co., Ltd. or the stock exchange or not.

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。

Other than for the election of directors and supervisors by cumulative voting, each director or supervisor candidate shall be nominated by a single proposal.

**第五十九条** 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。确需延期或取消的，公司应当在原定召开日前至少两个交易日公告，并详细说明原因。

**Article 59** Once a notice of the general meeting is given, the general meeting shall not be postponed or canceled and the proposals listed in the notice shall not be canceled without justifiable causes. If it is necessary to postpone or cancel the meeting, the Company shall make an announcement and give detailed reasons at least two trading days prior to the scheduled date.

## 第五节 股东大会的召开

### Section V Holding of the General Meeting

**第六十条** 本公司董事会和其他召集人将采取必要措施，保证股东大会的正常秩序。对于干扰股东大会、寻衅滋事和侵犯股东合法权益的行为，将采取措施加以制止并及时报告有关部门查处。

**Article 60** The board of directors and other conveners shall take necessary measures to guarantee the normal order of the general meeting. They shall take

measures to stop any disturbance of the general meeting, trouble making or infringement of the legitimate rights and interests of shareholders, and promptly report such acts to the relevant departments for investigation and punishment.

**第六十一条** 股权登记日登记在册的所有普通股股东或其代理人，均有权出席股东大会，并依照有关法律、法规及本章程行使表决权。

**Article 61** All common shareholders registered or their proxies as at the record date shall have the right to attend general meetings, and exercise their voting rights pursuant to relevant laws, regulations and these 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。

Shareholders may attend the general meeting in person or authorize proxies to attend and vote on their behalf.

**第六十二条** 自然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。

**Article 62** Individual shareholders who attend the meeting in person shall present their identity cards or other valid certificates that prove their identities, in addition to their stock account cards; proxies who attend the meeting on behalf of shareholders shall present their valid identity certificates and the proxy statement issued by the shareholders.

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。

For corporate shareholders, their legal representatives or authorized proxies shall attend the meeting on their behalf. Legal representatives who attend the meeting shall present their identity cards and valid certificates proving their qualifications as legal representatives; proxies who attend the meeting on behalf of the corporate shareholders shall present their identity cards and written proxy statements lawfully issued by the legal representatives of the corporate shareholders.

股东为非法人组织的，应由该组织负责人或者负责人委托的代理人出席会议。该组织负责人出席会议的，应出示本人身份证、能证明其具有负责人资格的有效证明；委托代理人出席会议的，代理人应出示本人身份证、该组织负责人依法出具的书面委托书。

If any shareholder is an unincorporated organization, the person in charge of the organization or the proxy authorized by the person in charge shall attend the meeting on its behalf. The person in charge of the organization who attends the meeting shall present his/her identity card and a valid certificate proving his/her qualification as a person in charge; a proxy who attend the meeting on behalf of the organization shall present his/her identity cards and the written proxy statement lawfully issued by the person in charge of the organization.

**第六十三条** 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 63** Any proxy statement issued by a shareholder who authorizes a proxy to attend the general meeting on its behalf shall include the following details:

（一）代理人的姓名；

1. the name of the proxy;

（二）是否具有表决权；

2. whether the proxy is authorized to vote;

（三）分别对列入股东大会议程的每一审议事项投赞成、反对或弃权票的指示；

3. respective instructions on affirmative, negative or abstention voting on each item for deliberation listed in the general meeting agenda;

（四）委托书签发日期和有效期限；

4. the issuance date and valid period of the proxy statement; and

（五）委托人签名（或盖章）；委托人为法人股东的，应加盖法人单位印章；委托人为非法人组织的，应加盖非法人组织的单位印章。

5. the signature (or seal) of the shareholder. Where the shareholder is a corporate, the corporate's seal shall be affixed; where the shareholder is an unincorporated organization, the organization's seal shall be affixed.

**第六十四条** 委托书应当注明如果股东不作具体指示，股东代理人是否可以按自己的意思表决。

**Article 64** Proxy statements shall indicate whether the shareholder's proxy may vote at his/her own discretion in the absence of any specific instruction from the shareholder.

**第六十五条** 代理投票授权委托书由委托人授权他人签署的，授权签署的授权书或者其他授权文件应当经过公证。经公证的授权书或者其他授权文件，和投票代理委托书均需备置于公司住所或者召集会议的通知中指定的其他地方。

**Article 65** Where a shareholder authorizes another person to sign a proxy statement for voting, the power of attorney for signing authority or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall be lodged at the Company's domicile or any other place stipulated in the meeting notice.

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员作为代表出席公司的股东大会。

Where a shareholder is a corporate, its legal representative or any person authorized by a resolution of the board of directors or other decision-making body shall attend the general meeting as its proxy.

委托人为非法人组织的，由其负责人或者决策机构决议授权的人员作为代表出席公司的股东大会。

Where a shareholder is an unincorporated organization, the person in charge or the person authorized by the decision-making body shall attend the general meeting as its proxy.

**第六十六条** 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 66** The Company shall produce a meeting register of attendees, which shall record matters such as the names of the persons (or units) who attend the meeting, their identity card numbers, home addresses, number of voting shares held or represented by them, and the names of the shareholders who have appointed proxies.



**第六十七条** 召集人和公司聘请的律师（如有）应依据证券登记结算机构提供的股东名册对股东资格的合法性进行验证，并登记股东姓名（或名称）及其所持有表决权的股份数。在会议主持人宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数之前，会议登记应当终止。

**Article 67** Conveners and the lawyers retained by the Company, if any, shall, based on the register of shareholders provided by the securities registration and clearing institution, verify the legality of the shareholders' qualifications and record the names of the shareholders and the number of voting shares they hold. Registration for the meeting shall close prior to the announcement made by the presider on the number of shareholders and shareholder proxies in attendance at the live meeting and the total number of voting shares they hold.

**第六十八条** 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（总裁）和其他高级管理人员应当列席会议。

**Article 68** When a general meeting is held, all directors, supervisors and the secretary of the board of directors of the Company shall attend the meeting, and the general manager (president) and other officers shall be present at the meeting without voting rights.

**第六十九条** 股东大会由董事长主持。董事长不能履行职务或不履行职务时，由半数以上董事共同推举的一名董事主持。

**Article 69** The general meeting shall be presided over by the chairman of the board of directors. Where the chairman of the board is unable or fails to fulfill his/her duties, the meeting shall be presided over by a director jointly elected by an absolute majority of directors.

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

A general meeting convened by the board of supervisors shall be presided over by the chairman of the board of supervisors. Where the chairman of the board of supervisors is unable or fails to fulfill his duties, the meeting shall be presided over by a supervisor jointly elected by an absolute majority of supervisors.

股东自行召集的股东大会，由召集人推举代表主持。

A general meeting convened by shareholders themselves shall be presided over by a representative elected by the conveners.

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

When the general meeting is being held, if the meeting cannot continue due to the presider's violation of the rules of procedure, the general meeting may, subject to the consent of shareholders who hold an absolute majority of the voting rights represented at the live general meeting, elect someone to act as presider, following which the meeting may continue.

**第七十条** 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 70** The Company shall formulate rules of procedure for the general meeting, stipulating in detail the procedures for convening and voting at the general meeting, including notification, registration, the deliberation of proposals, voting, the calculation of votes, the announcement of voting results, the formation of meeting resolutions, meeting minutes and the signing and announcement of meeting minutes, and clear and specific principles for the delegation of matters by the general meeting to the board of directors. The rules of procedure for the general meeting, which shall form an appendix to these Articles of Association, shall be drafted by the board of directors and approved by the general meeting.

**第七十一条** 在年度股东大会上，董事会、监事会应当就其过去一年的工作向股东大会作出报告，每名独立董事也应作出述职报告。

**Article 71** At the annual general meeting, the board of directors and the board of supervisors shall report on their work in the previous year, and each independent director shall deliver a performance report.

**第七十二条** 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 72** Directors, supervisors and officers shall give replies to and explanations on shareholders' inquiries and suggestions at the general meeting.

**第七十三条** 会议主持人应当在表决前宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数，现场出席会议的股东和代理人人数及所持有表决权的股份总数以会议登记为准。

**Article 73** The presider shall, before voting commences, announce the number of shareholders and proxies in attendance at the live meeting and the number of voting shares they represent. The number of shareholders and proxies in attendance at the live meeting and the number of voting shares they represent shall be those recorded in the meeting register.

**第七十四条** 股东大会应有会议记录，由信息披露事务负责人负责。会议记录记载以下内容：

**Article 74** Meeting minutes shall be kept for the general meeting, which shall fall under the responsibility of the person in charge of information disclosure and include the following details:

（一）会议时间、地点、议程和召集人姓名或名称；

1. the time, venue and agenda of the meeting, and the names of the conveners;

（二）会议主持人以及出席或列席会议的董事、监事、总经理（总裁）和其他高级管理人员姓名；

2. the names of the presider, directors, supervisors, general manager (president) and other officers in attendance or present at the meeting;

（三）出席会议的股东和代理人人数、所持有表决权的股份总数及占公司股份总数的比例；

3. the number of shareholders and proxies in attendance at the meeting, the number of voting shares they hold, and the proportion such shares in the total number of the Company's shares;

（四）对每一提案的审议经过、发言要点和表决结果；

4. the process for deliberating each proposal, the key points made in the course of discussion and the voting results;

（五）股东的质询意见或建议以及相应的答复或说明；

5. inquiries and suggestions made by shareholders and the corresponding replies or explanations;

（六）计票人、监票人姓名；

6. the names of the vote counters and voting supervisors; and

（七）本章程规定应当载入会议记录的其他内容。

7. other details to be recorded in the meeting minutes as stipulated in these Articles of Association.

**第七十五条** 出席会议的董事、信息披露事务负责人、召集人或其代表、会议主持人应当在会议记录上签名，并保证会议记录真实、准确、完整。会议记录应当与现场出席股东的签名册及代理出席的授权委托书、网络及其他方式有效表决资料一并保存，保存期限不少于十年。

**Article 75** The directors present, the person in charge of information disclosure, the conveners or their representatives, and the presider shall sign the meeting minutes and ensure that the details recorded in the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the signature book for shareholders in attendance at the live meeting, the proxy statements, and the valid materials relating to voting via the internet or by any other method, for no less than ten years.

**第七十六条** 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。

**Article 76** The conveners shall ensure that the general meeting is held without interruption until the final resolution is made. Where the general meeting is suspended or the making of resolutions becomes impossible due to force majeure, necessary measures shall be taken as soon as possible to resume the general meeting or to terminate the general meeting.

## 第六节 股东大会表决和决议

### Section VI Voting and Resolutions of the General Meeting

**第七十七条** 股东大会决议分为普通决议和特别决议。

**Article 77** Resolutions of the general meeting are 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）所持表决权的过半数通过。

Ordinary resolutions of the general meeting shall be passed by an absolute majority of the voting rights represented by shareholders (including proxies) in attendance at the general 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）所持表决权的三分之二以上通过。

Special resolutions of the general meeting shall be passed by more than two thirds of the voting rights represented by shareholders (including proxies) in attendance at the general meeting.

**第七十八条** 下列事项由股东大会以普通决议通过：

**Article 78** The following matters shall be passed by an ordinary resolution of the general meeting:

（一）董事会和监事会的工作报告；

1. work reports of the board of directors and the board of supervisors;

（二）董事会拟定的利润分配方案和弥补亏损方案；

2. profit distribution plans and loss recovery plans formulated by the board of directors;

（三）董事和非由职工代表担任的监事的任免及其报酬和支付方法；

3. appointment and removal of directors and the supervisors who are not employee representatives, their remunerations and the method of payment thereof;

（四）公司年度预算方案、决算方案；

4. the annual budgets and final accounts of the Company;

(五) 公司年度报告;

5. the Company's annual report;

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

6. any other matter other than those required by laws, administrative regulations or these Articles of Association to be passed by special resolutions.

**第七十九条** 下列事项由股东大会以特别决议通过:

**Article 69** The following matters shall be passed by a special resolution of the general meeting:

(一) 公司增加或者减少注册资本;

1. any increase or reduction in the registered capital of the Company;

(二) 公司的分立、合并、解散和清算;

2. any division, merger, dissolution and liquidation of the Company;

(三) 本章程的修改;

3. any amendment to these Articles of Association;

(四) 公司在一年内购买、出售重大资产或者担保金额超过公司最近一期经审计总资产百分之三十的;

4. any purchase or sale of major assets or the provision of guarantees within any one year in an amount in excess of 30% of the Company's total assets as audited in the latest period;

(五) 股权激励计划;

5. any equity incentive plan; and

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

6. other matters that are required by laws, administrative regulations or these Articles of Association or that are determined by an ordinary resolution of the general meeting to have a material impact on the Company and shall be decided by special resolutions.

**第八十条** 股东（包括股东代理人）以其所代表的有表决权的股份数额行使表决权，每一股份享有一票表决权。

**Article 80** Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent. Each shareholder should have one vote for each share.

股东人数超过 200 人，股东大会审议下列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：

When the number of shareholders of the Company exceeds 200 and the general meeting deliberates the following major events that affect the interests of minority investors, the votes of minority investors shall be separately calculated. The result of separate calculation shall be publicly disclosed in a timely manner.

（一）任免董事；

1. the appointment and removal of directors;

（二）制定、修改利润分配政策，或者审议权益分派事项；

2. the formulation or modification of profit distribution policies, or deliberation of equity distribution matters;

（三）关联交易、提供担保（不含对合并报表范围内子公司提供担保）、对外提供财务资助、变更募集资金用途等；

3. affiliate transactions, provision of guarantees (other than guarantees for subsidiaries within the scope of consolidated financial statements), provision of financial assistance to third parties, change the purpose of raised funds, etc.;

（四）重大资产重组、股权激励；

4. major asset restructuring and equity incentives;

（五）公开发行股票；

5. public issuance of shares;

（六）法律法规、部门规章、业务规则及公司章程规定的其他事项。

6. other matters stipulated by laws and regulations, departmental rules, business rules, and the Articles of Association of the Company.

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。

Shares held by the Company itself shall not be attached with voting rights and shall not be included in the total number of voting shares held by the shareholders present at the general meeting.

公司的控股子公司不得取得本公司的股份。确因特殊原因持有股份的，应当在一年内依法消除该情形。前述情形消除前，相关子公司不得行使所持股份对应的表决权，且该部分股份不计入出席股东大会有表决权的股份总数。

No holding subsidiaries of the Company shall acquire shares of the Company. If any holding subsidiary holds any shares of the Company for special reasons, it shall eliminate the situation in accordance with the law within one year. Before the aforementioned situation is eliminated, the holding subsidiary shall not exercise the voting rights with respect to such shares held by it, and the shares shall not be included in the total number of voting shares held by the shareholders present at the general 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三十六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。

Where shareholders purchase the voting shares of the Company in violation of Paragraphs 1 and 2 of Article 63 of the Securities Law, they shall not exercise the voting rights to the shares exceeding the prescribed proportion within 36 months after the purchase, and such part of shares will not be included in the total number of shares held by the shareholders attending the general meeting.

公司董事会、独立董事、持有百分之一以上有表决权股份的股东或者《证券法》规定的投资者保护机构可以向公司股东征集其在股东大会上的投票权。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 Company's board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions prescribed by



the Securities Law, may publicly solicit voting rights from the Company's shareholders. When soliciting shareholders' voting rights, specific voting intentions and other information shall be fully disclosed to the person solicited. No shareholders' voting rights shall be solicited on a reimbursable basis or by other disguised form. The Company shall not set the minimum shareholding ratio limits for soliciting shareholders' voting rights.

独立董事行使上述职权应当取得全体独立董事的二分之一以上同意。

Independent directors shall obtain the consent of more than half of all independent directors to exercise the above powers.

**第八十一条** 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；法律法规、部门规章、全国股转公司业务规则另有规定和全体股东均为关联方的除外。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。

**Article 81** Where the general meeting deliberates any matter relating to affiliate transactions, the affiliated shareholder(s) concerned shall not participate in the voting, and the number of voting shares held by any such shareholder(s) shall not be included in the total number of valid votes, unless otherwise stipulated by laws and regulations, departmental rules, and the business rules formulated by NEEQ Co., Ltd., or all shareholders are affiliates. The voting results for non-affiliated shareholders shall be adequately disclosed in the announcement on the resolution of the general meeting.

关联股东在股东大会表决时，应当自动回避并放弃表决权。会议主持人应当要求关联股东回避。无须回避的任何股东均有权要求关联股东回避。

When voting at the general meeting, affiliated shareholders shall automatically withdraw and waive their voting rights. The presider shall require the affiliated shareholders to withdraw, and any shareholder who does not need to withdraw also has the right to request the affiliated shareholders to withdraw.

被提出回避的股东或其他股东如对关联交易事项的定性及由此带来的在会议上披露利益并回避、放弃表决权有异议的，可申请无须回避由董事召开临时董事会会议作出决定，该决定为终局决定。

If a shareholder who is required to withdraw or any other shareholder has objections to the nature of the affiliate transactions and the resulting disclosure of interests at the meeting and the withdrawal or waiver of voting rights, they can apply to convene an interim meeting of the board of directors by the directors who do not need to withdraw to make a decision, which decision shall be final.

如有特殊情况关联股东无法回避时，可以按照正常程序进行表决，并在股东大会决议公告中作出详细说明。

If an affiliated shareholder cannot withdraw from voting under special circumstances, the voting can be conducted according to the normal procedures provided that a detailed explanation shall be made in the announcement on the resolution of the general meeting.

**第八十二条** 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，公司不得与董事、总经理（总裁）和其他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 82** Unless the Company is in a crisis or other special circumstances, it shall not conclude any contract granting the power to manage the Company's overall business or material part thereof with any person other than the directors, the general manager (president) and other officers.

**第八十三条** 董事、监事候选人名单以提案的方式提请股东大会表决。

**Article 83** The lists of director and supervisor candidates shall be submitted to the general meeting as proposals.

董事、监事提名的方式和程序为：

The methods and procedures for the nomination of directors and supervisors are as follows:

（一）在本章程规定的人数范围内，按照拟选任的人数，经提名委员会资格审查通过后，由董事会依据法律法规和本章程的规定提出董事候选人名单，经董事会决议通过后，由董事会以提案的方式提请股东大会选举表决；由监事会提出非由职工代表担任的监事候选人名单，经监事会决议通过后，由监事会以提案的方式提请股东大会选举表决；

1. Within the number of persons specified in the Articles of Association, the board of directors shall, after the qualification examination of the Nomination Committee, nominate a list of candidates for directors to be elected in accordance with laws, regulations and these Articles of Association. After the resolution of the board of directors, the board of directors shall submit a proposal to the general meeting for election and voting. The board of supervisors shall nominate a list of candidates for supervisors who are not employee representatives. After the resolution of the board of supervisors, the board of supervisors shall submit a proposal to the general meeting for election and voting;

（二）持有或合计持有公司百分之三以上有表决权股份的股东可以向公司董事会提出董事候选人或向监事会提出非由职工代表担任的监事候选人，但提名的人数和条件必须符合法律法规和本章程的规定，并且不得多于拟选人数，董事会、监事会应当将上述股东提出的候选人提交股东大会审议；

2. Shareholder(s) who solely or collectively hold more than 3% of the voting shares of the Company may nominate candidates for directors to the board of directors or propose candidates for supervisors who are not employee representatives to the board of supervisors, provided that the number and conditions of nomination must comply with the provisions of laws and regulations and these Articles of Association, and shall not exceed the number of directors or supervisors to be elected. The board of directors and the board of supervisors shall submit the candidates nominated by the said shareholder(s) to the general meeting for deliberation;

（三）公司董事会、监事会、单独或合并持有表决权股份总数百分之一以上的股东有权提名独立董事候选人；

3. The board of directors, the board of supervisors and shareholder(s) solely or collectively hold more than 1% of the total voting shares shall have the right to nominate candidates for independent directors;

（四）职工代表监事由公司职工通过职工代表大会、职工大会或其他形式民主选举产生；

4. The employee representative supervisors shall be democratically elected by the employees of the Company through the employee congress, the employee congress or other forms;

(五) 股东大会选举或更换董事、监事时，对得票数超过出席会议的股东(包括股东代理人)所持表决权过半数的董事候选人、独立董事候选人、非由职工代表担任的监事候选人按得票多少决定是否当选；得票不足出席会议的股东(包括股东代理人)所持表决权过半数的董事候选人、独立董事候选人、非由职工代表担任的监事候选人不得当选。提名人在提名董事或监事候选人之前应当取得该候选人的书面承诺，确认其接受提名，并承诺公开披露的董事或监事候选人的资料真实、完整并保证当选后切实履行董事或监事的职责。

5. When the general meeting elects or replaces directors and supervisors, if the candidates for directors, independent directors and supervisors who are not employee representatives have obtained more than half of the votes that can be casted by the shareholders (including their proxies) present, whether they are elected or not shall be determined in the order of the number of votes they have obtained. If the candidates for directors, independent directors and supervisors who are not employee representatives have obtained less than half of the votes that can be casted by the shareholders (including their proxies) present, they shall not be elected. Before nominating a candidate for directors or supervisors, the nominee shall obtain a written commitment from the candidate to confirm his/her acceptance of the nomination, and undertake that the materials of the candidate disclosed are true and complete, and ensure that he/she will earnestly perform the duties of the director or supervisor after being elected.

除职工代表监事外，股东大会选举二名以上的董事或监事时，公司应当实行累积投票制度，且独立董事和非独立董事的表决应当分别进行。

Except for the employee representative supervisors, when the general meeting elects more than two directors or supervisors, the Company shall implement the cumulative voting system, and the independent directors and non-independent directors shall vote separately.

前款所称累积投票制是指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。具体操作规则如下：

The term "cumulative voting" as referred to in the preceding paragraph means that when the general meeting elects directors or supervisors, each share has voting rights equivalent to the number of directors or supervisors, and the voting rights of the shareholders may be collectively exercised. The specific rules are as follows:

（一）与会每个股东在选举董事或者监事时可以行使的有效投票权总数，等于其所持有的有表决权的股份数乘以待选董事或者监事的人数；

1. The total number of effective votes that each shareholder can cast when electing directors or supervisors at the meeting shall be equal to the number of voting shares held by him/her multiplied by the number of directors or supervisors to be elected;

（二）每个股东可以将所持股份的全部投票权集中投给一位候选董事或者监事，也可分散投给任意的数位候选董事或者监事；

2. Each shareholder can cast all his/her votes on a single candidate director or supervisor, or on any number of candidate directors or supervisors in a decentralized manner;

（三）每个股东对单个候选董事、监事所投的票数可以高于或低于其持有的有表决权的股份数，并且不必是该股份数的整倍数，但其对所有候选董事或者监事所投的票数累计不得超过其持有的有效投票权总数；

3. The number of votes cast by each shareholder on a single candidate director or supervisor can be higher or lower than the number of voting shares held by him/her, and need not be an integral multiple of the number of voting shares, but the cumulative number of votes cast on all candidate directors or supervisors shall not exceed the total number of effective votes held by him/her;

投票结束后，根据全部候选人各自得票的数量并以拟选举的董事或者监事人数为限，在获得选票的候选人中从高到低依次产生当选的董事或者监事。

After the voting, the directors or supervisors shall be elected according to the order of the number of votes each candidate has obtained, until all directors or supervisors to be elected is appointed.

董事会应当向股东公告候选董事、监事的简历和基本情况。

The board of directors shall make the resumes of and basic information on the director and supervisor candidates available.

**第八十四条** 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，股东在股东大会上不得对同一事项不同的提案同时投同意票。除因不可抗力等特殊原因导致股东大会中止或不能作出决议外，股东大会将不会对提案进行搁置或不予表决。

**Article 84** Other than matters to be decided by cumulative voting, the general meeting shall vote on all proposals item by item. Different proposals on the same matter shall be voted on according to the order in which the relevant proposals were submitted, and shareholders are not allowed to vote in favor of different proposals on the same matter at the shareholders' meeting at the same time. The general meeting shall not set any proposal aside or fail to put any proposal to a vote unless the general meeting is suspended or the making of resolutions becomes impossible due to special circumstances such as force majeure.

**第八十五条** 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 85** The general meeting shall not modify any proposal in the course of deliberations. Any modified proposal shall be deemed to be a new proposal and shall not be voted on at the same session of the general meeting.

**第八十六条** 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 86** One voting right may be exercised by only one means such as live voting, internet voting or any other means of voting. Where one voting right is exercised more than once, the first vote shall count.

**第八十七条** 股东大会采取记名方式投票表决。

**Article 87** Votes cast at the general meeting shall be made by open ballot.

**第八十八条** 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、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 88** Before the general meeting votes on any proposal, two shareholder representatives shall be elected to participate in the counting and supervision of voting. Where any matters to be deliberated are related to a shareholder, neither the relevant shareholder nor his/her proxy shall participate in the counting and supervision of voting.

股东大会对提案进行表决时，应当由律师（如有）、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 the general meeting votes on any proposal, the Company shall arrange for its lawyers (if any), shareholder representatives and supervisor representatives to jointly take charge of the counting and supervision of votes and announce the voting result immediately. The voting result shall be recorded in the meeting minutes.

通过网络或其他方式投票的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。

The shareholders or their proxies who vote via the internet or by any other method shall have the right to check their own voting results via relevant voting system.

**第八十九条** 股东大会现场结束时间不得早于网络或其他方式，会议主持人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 89** The time at which an on-site general meeting closes shall be no earlier than the time at which it closes on the internet or by any other method. The presider shall announce the voting details and result for each proposal and announce whether the proposal has been passed according to the voting result.

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公司、计票人、监票人、主要股东、网络服务商等相关各方对表决情况均负有保密义务。

Before the official announcement of the voting result, the relevant parties including the Company, the vote counters, the voting supervisors, major shareholders,

and providers of internet services shall maintain the confidentiality of the voting details.

**第九十条** 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。证券登记结算机构作为内地与香港股票市场交易互联互通机制股票的名义持有人，按照实际持有人意思表示进行申报的除外。

**Article 90** Shareholders in attendance at the general meeting shall cast their votes on any proposal put to a vote in one of the following ways: affirmative, negative or abstention. The securities registration and clearing institutions shall be the nominee holder of shares under the Mainland-Hong Kong Stock Connect Mechanism, except where declaration is made in accordance with the actual holder's intent.

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”。

Where any ballot is not completed in full, is completed incorrectly or unintelligibly, or has no vote recorded, the voter shall be deemed to have waived his voting rights and the voting result for his shares shall be deemed as an "abstention".

**第九十一条** 会议主持人如果对提交表决的决议结果有任何怀疑，可以对所投票数进行点票；如果会议主持人未进行点票，出席会议的股东或者股东代理人对会议主持人宣布结果有异议的，有权在宣布表决结果后立即要求点票，会议主持人应当立即组织点票。

**Article 91** Where the presider has any doubt on the result for any resolution put to the vote, he may arrange for the votes cast to be recounted; where the presider fails to count the votes, the shareholders and proxies in attendance at the meeting who have an objection to the result announced by the presider may require that the votes be recounted immediately after the announcement of the voting results, in which case the presider shall immediately arrange for the votes to be recounted.

**第九十二条** 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和代理人人数、所持有表决权的股份总数及占公司有权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各项决议的详细内容。

**Article 92** Resolutions of the general meeting shall be announced without delay. The announcement shall include the number of shareholders and shareholder proxies



in attendance at the meeting, the total number of voting shares they hold and the proportion such shares represent of the total number of company voting shares, the voting methods used, the voting result for each proposal, and the details of each resolution adopted.

**第九十三条** 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 93** Where a proposal is not adopted or a resolution made at a previous general meeting is changed at any subsequent general meeting, a special note shall be included in the announcement on the resolution of the general meeting.

**第九十四条** 股东大会通过有关董事、监事选举提案的，新任董事、监事就任时间在本次股东大会通过之日。

**Article 94** Where any proposal for the election of a director or supervisor is adopted at a general meeting, the new director or supervisor shall take office as of the date of approval of the general meeting.

**第九十五条** 股东大会通过有关派现、送股或资本公积转增股本提案的，公司将在股东大会结束后两个月内实施具体方案。

**Article 95** Where a general meeting adopts a proposal to pay a cash dividend, gift shares or convert capital reserves into shares, the Company shall implement the specific scheme in question within two months of the close of the general meeting.

## **第五章 董事会**

### **Chapter V Board of Directors**

#### **第一节 董事**

#### **Section I Directors**

**第九十六条** 公司董事为自然人。有下列情形之一的，不能担任公司的董事：

**Article 96** Directors of the Company shall be natural persons. A person may not act as a director of the Company if he/she:

(一) 无民事行为能力或者限制民事行为能力;

1. lacks civil capacity or has limited civil capacity;

(二) 因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序，被判处刑罚，执行期满未逾五年，或者因犯罪被剥夺政治权利，执行期满未逾五年;

2. has been sentenced to a term of imprisonment for any of the following crimes and five years have not elapsed since the date on which execution of the sentence was completed: embezzlement, bribery, conversion of property, misappropriation of property, or sabotaging the socialist economic order; or has been deprived of his/her political rights as a result of a criminal conviction and five years have not elapsed since the date on which execution of the sentence was completed;

(三) 担任破产清算的公司、企业的董事或者厂长、经理，对该公司、企业的破产负有个人责任的，自该公司、企业破产清算完结之日起未逾三年;

3. has served as a director, the factory chief, or the manager of an insolvent and liquidated company or enterprise and is held personally liable for such bankruptcy, and three years have not elapsed since the date when the bankruptcy and liquidation of the company or enterprise are completed;

(四) 担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人，并负有个人责任的，自该公司、企业被吊销营业执照之日起未逾三年;

4. has served as the legal representative of a company or enterprise whose business license was revoked or which is ordered to close down due to any violation of law, and is held personally liable for the revocation, and three years have not elapsed since the date when the revocation occurs;

(五) 个人所负数额较大的债务到期未清偿;

5. has defaulted on a personal debt for a significant amount;

(六) 被中国证监会采取证券市场禁入措施或者认定为不适当人选，期限未满的;

6. has been banned from the securities market or deemed as a unsuitable candidate by CSRC where the relevant period remains unexpired; or

（七）被全国股转公司或者证券交易所采取认定其不适合担任公司董事、监事、高级管理人员的纪律处分，期限尚未届满；

7. was subject to disciplinary punishment imposed by NEEQ Co., Ltd. or the stock exchange determining that he/she is unsuitable to serve as a director, supervisor, or senior officer of a company, and the punishment period has not yet expired;

（八）中国证监会和全国股转公司规定的其他情形。

8. other circumstances stipulated by CSRC and NEEQ Co., Ltd..

违反本条规定选举、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本条情形的，公司解除其职务。

Where the Company elects or appoints a director in violation of this article, such election, appointment or employment shall be invalid. Should any of the circumstances prescribed in this article arise in relation to a director during his term of office, the Company shall remove the director.

**第九十七条** 董事由股东大会选举或者更换，并可在任期届满前由股东大会解除其职务。董事任期三年，任期届满可连选连任。

**Article 97** Directors shall be elected, replaced or dismissed before the maturity of term of office thereof by the general meeting. The directors serve a term of office of three years, and may be reelected and reappointed after the expiration of the term of office.

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。

The term of office of a director shall start from the date on which he takes office and end on the expiration of the current term for the board of directors. Where reelection procedures are not carried out in a timely manner on the expiration of the directors' term of office, before the newly elected directors take office, the original

directors shall perform their directors' duties in accordance with laws, administrative regulations, departmental rules and these Article of Association.

董事可以由总经理（总裁）或者其他高级管理人员兼任，但兼任总经理（总裁）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，总计不得超过公司董事总数的二分之一。

The general manager (president) and other officers may concurrently serve as directors to the extent that the total number of directors concurrently serving as general manager (president) or other officers and the directors that are acted by employee representative shall not exceed 50% of the total number of the Company's directors.

公司不设职工代表董事。

The Company does not have employee representative director.

**第九十八条** 董事应当遵守法律、法规和公司章程的规定，忠实履行职责，维护公司利益。董事对公司负有下列忠实义务：

**Article 98** Directors shall abide by laws, regulations and these Articles of Association, faithfully perform their duties and safeguard the interests of the Company, and shall have the following fiduciary duties to the Company:

（一）不得利用职权收受贿赂或者其他非法收入，不得侵占公司的财产；

1. not to abuse his official powers to accept bribes or other unlawful income, and not to expropriate the Company's property;

（二）不得挪用公司资金；

2. not to embezzle the Company's funds;

（三）不得将公司资产或者资金以其个人名义或者其他个人名义开立账户存储；

3. not to deposit the Company's assets or funds into accounts held in their own names or in the name of any other individual;

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

4. not, in violation of these Articles of Association, to loan the Company's funds to any other person or provide guaranty against the Company's assets for the debt of any other person without the approval of the 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；

5. not to conclude any contract or engage in any transaction with the Company either in violation of these Articles of Association or without the approval of the 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；

6. not to use the advantages provided by their own positions to pursue business opportunities that properly belong to the Company to engage in the same business as the Company either for their own account or for the account of any other person without the approval of the general meeting;

（七）不得接受与公司交易的佣金归为己有；

7. not to accept commissions paid by others for transactions conducted with the Company as their own;

（八）不得擅自披露公司秘密；

8. not to disclose any secret of the Company;

（九）不得利用其关联关系损害公司利益；

9. not to use their affiliate relations to damage the interests of the Company;

（十）法律、行政法规、部门规章及本章程规定的其他忠实义务。

10. other fiduciary duties stipulated by laws, administrative regulations, department rules and these Articles of Association;

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

Any income earned by a director in violation of this Article shall belong to the Company; where the Company suffers a loss, the director shall be liable for making compensation.

**第九十九条** 董事对公司负有下列勤勉义务：

**Article 99** Directors shall fulfil the following duties of due diligence to the Company:

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

1. to prudently, earnestly and diligently exercise the powers the Company grants to them to ensure that the Company conducts its commercial activities in a manner that complies with the requirements of state laws, administrative regulations and state economic policies, and that the Company's commercial activities do not go beyond the scope of the business activities stipulated in the Company's business license;

（二）公平对待所有股东；

2. to treat all shareholders equally;

（三）及时了解公司业务经营管理状况；

3. to maintain a timely awareness of the operation and management of the Company;

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

4. to sign written statements confirming the regular reports of the Company, and ensure that the information disclosed by the Company is true, accurate and complete;

（五）应当如实向监事会提供有关情况和资料，不得妨碍监事会或者监事行使职权；

5. to provide accurate information and materials to the board of supervisors and shall not obstruct the board of supervisors or individual supervisors from performing its or their duties; 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。

6. to fulfil other obligations of due diligence stipulated by laws, administrative regulations, department rules and these Articles of Association.

**第一百条** 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 100** Where a director neither attends in person nor authorizes another director to attend a meeting of the board of directors twice in succession, the director shall be deemed to be unable to perform his duties and the board of directors shall advise the general meeting to dismiss the director in question.

**第一百〇一条** 董事可以在任期届满以前提出辞职。董事辞职应当向董事会提交书面辞职报告。董事会将在两日内披露有关情况。

**Article 101** Any director may submit his resignation prior to the expiration of his/her term of office. Where a director resigns, he/she shall submit a written resignation report to the board of directors. The board of directors shall disclose the relevant information within two days.

如因董事的辞职导致公司董事会低于法定最低人数时，该董事的辞职报告应当在下任董事填补因其辞职产生的缺额后方能生效，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。

Where the number of directors in the board of directors falls below the quorum due to a director's resignation, the resignation report of the director shall not take effect until a new director fills the vacancy arising from his/her resignation. Before a new director is elected and takes office, the resigning director shall still perform his/her directors' duties in accordance with laws, administrative regulations, departmental rules and these Articles of Association.

除前述情形外，董事辞职自辞职报告送达董事会时生效。

Other than in the circumstances described in the preceding paragraph, the resignation of any director shall come into effect when the resignation report is received by the board of directors.

**第一百〇二条** 董事辞职生效或者任期届满，应向董事会办妥所有移交手续，其对公司和股东承担的忠实义务，在任期结束后并不当然解除，在自辞职生效之日起或者任期届满之日起两年内仍然有效。

**Article 102** When a director's resignation takes effect or on the expiration of his/her term of office, the director shall go through all handover formalities with the

board of directors. The director's fiduciary duties to the Company and shareholders shall remain effective for two years from the effective date of the resignation or the expiration date of the term of office.

**第一百〇三条** 未经本章程规定或者董事会的合法授权，任何董事不得以个人名义代表公司或者董事会行事。董事以其个人名义行事时，在第三方会合理地认为该董事在代表公司或者董事会行事的情况下，该董事应当事先声明其立场和身份。

**Article 103** Unless stipulated otherwise in these Articles of Association or legally authorized by the board of directors, no director shall act on behalf of the Company or the board of directors in his own name. Where a director acts in his own name while a third party reasonably believes that the director is acting on behalf of the Company or the board of directors, the director shall state his position and status in advance.

**第一百〇四条** 董事执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

**Article 104** Any director who violates any law, administrative regulations, departmental rules or these Articles of Association in the course of performing his/her duties and thereby causes the Company to suffer a loss shall be liable for making compensation.

**第一百〇五条** 独立董事应当按照法律、行政法规及部门规章的有关规定履行职责。

**Article 105** Independent directors shall perform their duties in accordance with laws, administrative regulations, departmental rules and these Articles of Association.

## **第二节 董事会**

### **Section II Board of Directors**

**第一百〇六条** 公司设董事会，对股东大会负责。



**Article 106** The Company shall form a board of directors, which shall report to the general meeting.

**第一百〇七条** 董事会由 7 名董事组成，其中独立董事 3 名。

**Article 107** The board of directors shall consist of 7 directors, including 3 independent directors.

**第一百〇八条** 董事会行使下列职权：

**Article 108** The board of directors shall exercise the following functions and powers:

(一) 召集股东大会，并向股东大会报告工作；

1. to convene and report its work to the general meeting;

(二) 执行股东大会的决议；

2. to implement the resolutions of the general meeting;

(三) 决定公司的经营计划和投资方案；

3. to determine the business plans and investment plans of the Company;

(四) 制订公司的年度财务预算方案、决算方案；

4. to prepare annual budgets and final accounts of the Company;

(五) 制订公司的利润分配方案和弥补亏损方案；

5. to prepare profit distribution plans and loss recovery plans of the Company;

(六) 制订公司增加或者减少注册资本、发行债券或其他证券及上市方案；

6. to formulate the proposals for increase or reduction of the Company's registered capital, and proposals for issue of bonds, other securities and listing;

(七) 拟订公司重大收购、回购本公司股票或者合并、分立、变更公司形式、解散的方案；

7. to formulate proposals for material acquisitions, repurchase of the Company's shares, merger, division, dissolution or change of corporate 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、对外借款、资产抵押、对外担保事项、委托理财、重大合同、关联交易等事项；

8. to decide on the investment, purchase and disposal of assets, loans, asset mortgage, external guarantee, consigned financial management, major contracts, affiliate transactions, etc. within the authority granted by the general meeting;

（九）决定公司内部管理机构的设置；

9. to decide on the setup of the internal management organs of the Company;

（十）聘任或者解聘公司总经理（总裁）、副总经理（副总裁）、董事会秘书、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；

10. to appoint or dismiss the general manager (president), the deputy general manager (vice president), the secretary of the board of directors, the finance chief and other officers of the Company, and decide on their compensation, rewards and punishments;

（十一）制定公司的基本管理制度；

11. to formulate the fundamental management system of the Company;

（十二）制订公司章程的修改方案；

12. to formulate the proposals for any amendment to these Articles of Association;

（十三）管理公司信息披露事项；

13. to manage the information disclosure matters of the Company;

（十四）向股东大会提请聘请或更换为公司审计的会计师事务所；

14. to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;

（十五）听取公司总经理（总裁）的工作汇报并检查总经理（总裁）的工作；

15. to listen to the work reports given by the general manager (president) of the Company and oversee the work of general manager (president);

（十六）法律、法规或公司章程规定，以及股东大会授予的其他职权。

16. other functions and duties required by laws, regulations and these Articles of Association or empowered by the general meeting.

公司董事会设立审计委员会、战略委员会、提名委员会、薪酬与考核委员会等相关专门委员会。专门委员会对董事会负责，依照本章程和董事会授权履行职责，提案应当提交董事会审议决定。专门委员会成员全部由董事组成，其中审计委员会、提名委员会、薪酬与考核委员会中独立董事占多数并担任召集人，审计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。根据实际需要，经股东大会审议通过，董事会可设立其他专门委员会。

The board of directors of the Company may set up an audit committee, strategies committee, nomination committee, remuneration & appraisal committee, and other specialized committees. Such specialized committees shall be accountable to the board of directors, fulfill duties according to the Articles of Association and the authorization by the board of directors, and submit their proposals to the board of directors for deliberation and determination. Specialized committees are composed of directors. In particular, independent directors in the audit committee, the nomination committee and the remuneration & appraisal committee are in majority and one of them acts as convener, and the convener of the audit committee is an accounting professional. The board of directors is responsible for formulating work regulations of the specialized committees and regulating the operation of the specialized committees. Based on its actual needs, the board of directors may set up other specialized committees upon deliberation and approval of the general meeting.

超过股东大会授权范围的事项，应当提交股东大会审议。

Matters beyond the scope of powers granted by the general meeting shall be submitted to the general meeting for deliberation.

**第一百〇九条** 公司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 109** The board of directors shall provide an explanation to the general meeting on any non-standard audit opinion issued by a certified public accountant in relation to the Company's financial reports.

董事会应对公司治理机制是否给所有的股东提供合适的保护和平等权利，以及公司治理结构是否合理、有效等情况，进行讨论、评估。

The board of directors should discuss and evaluate whether the corporate governance mechanism of the Company provides appropriate protection and equal rights to all shareholders, and whether the corporate governance structure is reasonable and effective.

**第一百一十条** 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 110** The board of directors shall formulate its own rules of procedure to ensure that it implements general meeting resolutions, enhances work efficiency and safeguards systematic decision-making.

该规则规定董事会的召开和表决程序，董事会议事规则应列入公司章程或作为章程的附件，由董事会拟定，股东大会批准。

The aforesaid rules shall stipulate the procedures for the meetings and decision-making of the board of directors. The rules of procedure for the board of directors shall be included in these Articles of Association or attached as an appendix hereto, and shall be drafted by the board of directors and approved by the general meeting.

**第一百一十一条** 董事会应当确定对外投资、收购出售资产、对外借款、资产抵押、对外担保事项、关联交易的权限，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 111** The board of directors shall determine the authority relating to external investments, purchases and sales of assets, foreign borrowing, asset mortgages, external guarantees, affiliate transactions and other matters, establish strict procedures for examination and decision-making. For major investment projects, the board of directors shall arrange for relevant experts and professionals to carry out assessments and report them to the general meeting for approval.

公司就该等交易事项分级授权设置如下：

The Company's classified authorization for such transactions are as follows:

**（一）重大交易**

**1. Major transactions**

公司发生的交易（提供担保、提供财务资助除外）达到下列标准（指标计算中涉及的数据如为负值，取其绝对值计算）之一的，应当提交董事会审议：

The Company shall submit a transaction (excluding provision of guarantee or financial assistance) to the board of directors for deliberation if the transaction meets

any of the following standards (In case that a certain figure involved in the calculation is negative, the absolute value thereof shall be used for calculation purpose).

1、交易涉及的资产总额占公司最近一期经审计总资产的百分之十以上，该交易涉及的资产总额同时存在账面值和评估值的，以较高者作为计算依据；

(1) The total assets of the transaction target account for no less than ten percent of the Company's total assets as audited in the latest period. If the transaction target has both book value and assessed value, the higher one shall be used for calculation purpose;

2、交易标的（如股权）在最近一个会计年度相关的营业收入占公司最近一个会计年度经审计营业收入的百分之十以上，且绝对金额超过一千万元；

(2) The operating revenue attributable to the transaction target (for instance, equity interest) in the latest financial year accounts for no less than ten percent of the Company's operating revenue as audited in the same period, and the absolute amount exceeds RMB 10 million;

3、交易标的（如股权）在最近一个会计年度相关的净利润占公司最近一个会计年度经审计净利润的百分之十以上，且绝对金额超过一百万元；

(3) The net profit attributable to the transaction target (for instance, equity interest) in the latest financial year accounts for no less than ten percent of the Company's net profit as audited in the same period, and the absolute amount exceeds RMB 1 million;

4、交易的成交金额（含承担债务和费用）占公司最近一期经审计净资产的百分之十以上，且绝对金额超过一千万元；

(4) The consideration of the transaction (including any debt or expense incurred) accounts for no less than ten percent of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB 10 million; or

5、交易产生的利润占公司最近一个会计年度经审计净利润的百分之十以上，且绝对金额超过一百万元。

(5) The profit derived from the transaction accounts for no less than ten percent of the Company's net profit as audited in the latest financial year, and the absolute amount exceeds RMB 1 million.

6、公司的股权投资（含对子公司投资）、融资金额超过三千万元。

(6) The Company's equity investment (including investments in subsidiaries) and financing amount exceed RMB 30 million.

公司发生的交易（提供担保、提供财务资助除外）达到下列标准（指标计算中涉及的数据如为负值，取其绝对值计算）之一的，应当提交股东大会审议：

The Company shall submit a transaction (excluding provision of guarantee or financial assistance) to the general meeting for deliberation if the transaction meets any of the following standards (In case that a certain figure involved in the calculation is negative, the absolute value thereof shall be used for calculation purpose).

1、交易涉及的资产总额占公司最近一期经审计总资产的百分之五十以上，该交易涉及的资产总额同时存在账面值和评估值的，以较高者作为计算依据；

(1) The total assets of the transaction target account for no less than fifty percent of the Company's total assets as audited in the latest period. If the transaction target has both book value and assessed value, the higher one shall be used for calculation purpose;

2、交易标的（如股权）在最近一个会计年度相关的营业收入占公司最近一个会计年度经审计营业收入的百分之五十以上，且绝对金额超过五千万元；

(2) The operating revenue attributable to the transaction target (for instance, equity interest) in the latest financial year accounts for no less than fifty percent of the Company's operating revenue as audited in the same period, and the absolute amount exceeds RMB 50 million;

3、交易标的（如股权）在最近一个会计年度相关的净利润占公司最近一个会计年度经审计净利润的百分之五十以上，且绝对金额超过五百万元；

(3) The net profit attributable to the transaction target (for instance, equity interest) in the latest financial year accounts for no less than fifty percent of the Company's net profit as audited in the same period, and the absolute amount exceeds RMB 5 million;

4、交易的成交金额（含承担债务和费用）占公司最近一期经审计净资产的百分之五十以上，且绝对金额超过五千万元；

(4) The consideration of the transaction (including any debt or expense incurred) accounts for no less than fifty percent of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB 50 million; or

5、交易产生的利润占公司最近一个会计年度经审计净利润的百分之五十以上，且绝对金额超过五百万元。

(5) The profit derived from the transaction accounts for no less than fifty percent of the Company's net profit as audited in the latest financial year, and the absolute amount exceeds RMB 5 million.

公司购买、出售资产交易，应当以资产总额和成交金额中的较高者作为计算标准，按交易类型连续十二个月内累计金额达到最近一期经审计总资产百分之三十的，应当提交股东大会审议，经出席会议的股东所持表决权的三分之二以上通过。

Where the Company acquires or disposes of assets, all such transactions completed within twelve consecutive months shall be aggregated by category. Where the aggregated total assets or aggregated considerations, whichever are higher, reach thirty percent of the Company's total assets as audited in the latest period, such transactions shall be subject to the approval of a general meeting by no less than two-thirds of the voting rights held by the shareholders attending the meeting.

就不同交易类别相关金额计算方式、累计计算原则、豁免履行程序的适用标准，本章程未约定的，按照交易发生时有效的全国股转公司制定的规则执行。

As for the calculation method, cumulative calculation system and the standards for exemption from procedures in respect of different categories of transactions which are not stipulated in these Articles of Association, the rules formulated by NEEQ Co., Ltd. in effect at the time of transactions shall prevail.

## **(二) 财务资助**

### **2. Provision of financial assistance**

公司提供财务资助，应当经出席董事会会议的三分之二以上董事同意并作出决议。

The provision of financial assistance by the Company shall be subject to the approval and resolution of the board of directors by more than two-thirds of the directors attending the meeting.

财务资助事项属于下列情形之一的，应当在董事会审议通过后提交股东大会审议：

In addition to the approval by the board of directors, financial assistance shall also be subject to the approval of the general meeting when:

1、被资助对象最近一期经审计的资产负债率超过百分之七十；

(1) Financial assistance is granted to a party with its asset-liability ratio as audited in the latest period over seventy percent; or

2、单次财务资助金额或者连续十二个月内提供财务资助累计发生金额超过公司最近一期经审计净资产的百分之十。

(2) The amount of single financial assistance or the amount of financial assistance aggregated over twelve consecutive months exceeds ten percent of the Company's net assets as audited in the latest period.

### （三）对外担保

#### **3. External guarantee**

公司对外提供担保的，应当经董事会审议。董事会审议担保事项时，应经出席董事会会议的三分之二以上董事审议同意方为审议通过。

Any guarantee to be provided by the Company for others shall be subject to the deliberation and approval of the board of directors by no less than two-thirds of the directors present at the meeting of board of directors.

根据本章程**错误!未找到引用源。**应由股东大会审批的对外担保，必须经董事会审议通过后，方可提交股东大会审批。

The external guarantees subject to the deliberation and approval of the general meeting pursuant to Article 42 hereof must be deliberated and approved by the board of directors before it can be submitted to the general meeting for approval.

### （四）关联交易

#### **4. Affiliate transactions**



公司与关联人发生的交易（提供担保、提供财务资助除外）达到下列标准之一的，应当提交董事会审议：

Any transaction (excluding provision of guarantee or financial assistance) between the Company and its affiliates shall be submitted to the board of directors for deliberation if:

1、与关联自然人发生的成交金额超过三十万元的交易；

(1) The consideration of the transaction between the Company and an affiliated individual exceeds RMB 300,000; or

2、与关联法人发生的成交金额超过三百万元，且占公司最近一期经审计净资产绝对值百分之零点五以上的交易。

(2) The consideration of the transaction between the Company and an affiliated legal person exceeds RMB 3 million and accounts for no less than 0.5 percent of the absolute value of the Company's net asset as audited in the latest period.

公司与关联人发生的交易（提供担保除外）金额超过三千万元，且占公司最近一期经审计净资产绝对值百分之五以上的，应当提交股东大会审议。

Where the consideration of affiliate transaction (other than provision of guarantee) exceeds RMB 30 million and accounts for no less than five percent of the absolute value of the Company's net assets as audited in the latest period, such transaction shall be subject to the approval of the general meeting.

公司董事会审议关联交易事项时，关联董事应当回避表决，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非关联董事出席即可举行，董事会会议所作决议须经非关联董事过半数通过。出席董事会的非关联董事人数不足三人的，公司应当将该交易提交股东大会审议。

Affiliated directors shall withdraw from voting on affiliate transactions at the meeting of board of director, nor shall they act as a proxy for other directors. Such meeting of board of director can be held if over half of the non-affiliated directors are present. The resolution of such meeting of board of director requires the approval of over half of the non- affiliated directors. If less than three non- affiliated directors are present at the meeting, such transaction shall be subject to the approval of the general meeting.

公司不得为董事、监事、高级管理人员、控股股东、实际控制人及其控股子公司等关联人提供资金等财务资助。公司应当审慎向关联方提供财务资助或者委托理财。对外财务资助款项逾期未收回的，公司不得对同一对象继续提供财务资助或者追加财务资助。公司资助对象为合并报表范围内的控股子公司的，不适用前述关于财务资助的规定。

The Company shall not provide funds or other financial assistance to its affiliates such as its directors, supervisors, officers, controlling shareholder, actual controller(s) and subsidiaries, and shall exercise caution when providing financial assistance or trustee investment to its affiliates. If the financial assistance funds are not collected within the prescribed time limit, the Company shall not provide further or additional financial assistance to the same funding target. Nevertheless, if the funding target is a holding subsidiary of the Company within the scope of the consolidated financial statements, the aforementioned provisions on financial assistance shall not apply.

就不同关联交易类别相关金额计算方式、累计计算原则、豁免履行程序的适用标准，本章程未约定的，按照关联交易发生时有效的全国股转公司的规则执行。

As for the calculation method, cumulative calculation system and the standards for exemption from procedures in respect of different categories of affiliate transactions which are not stipulated in these Articles of Association, the rules formulated by NEEQ Co., Ltd. in effect at the time of the transactions shall prevail.

**第一百一十二条** 董事会设董事长一人。董事长由董事会以全体董事的过半数选举产生。

**Article 112** The board of directors shall appoint one chairman. The chairman shall be elected by an absolute majority of directors.

**第一百一十三条** 董事长行使下列职权：

**Article 113** The chairman of the board of directors shall exercise the following functions and powers.

（一）主持股东大会和召集、主持董事会会议；

1. to preside over 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;

2. to supervise and inspect the implementation of resolutions of the board of directors;

(三) 董事会授予的其他职权。

3. other functions and powers granted by the board of directors.

**第一百一十四条** 公司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 114** Where the chairman is unable to or fails to fulfil his/her duties, a director jointly nominated by an absolute majority of directors shall fulfil such duties.

**第一百一十五条** 董事会每年至少召开两次会议, 由董事长召集, 于会议召开十日前通知全体董事和监事。

**Article 115** The board of directors shall hold meetings no less than twice a year. The meetings shall be convened by the chairman of the board of directors and notice shall be given to all directors and supervisors ten days before the meeting is held.

**第一百一十六条** 代表十分之一以上表决权的股东、三分之一以上董事、二分之一以上的独立董事或者监事会, 可以提议召开董事会临时会议。董事长应当自接到提议后十日内, 召集和主持董事会会议。

**Article 116** Shareholders representing more than one tenth of all voting rights, more than one thirds of all directors, more than half of the independent directors or the board of supervisors may propose an interim meeting of the board of directors. The chairman of the board of directors shall, within ten days of receiving any such proposal, convene and preside over a meeting of the board of directors.

**第一百一十七条** 董事会召开临时董事会会议, 于会议召开三日前通知全体董事和监事。但经全体董事同意, 临时董事会会议的通知期限的规定可以免于执行。

**Article 117** To convene an interim meeting of the board of directors, a notice of the meeting shall be sent to all director and supervisors 3 days in advance. Notwithstanding the foregoing, with the consent of all directors, the notice period of the interim meeting of the board of directors may be waived.

董事会会议以现场召开为原则。在保障董事充分表达意见的前提下，经召集人（主持人）、提议人同意，也可以通过视频会议、电话会议、网络会议、其他即时通讯软件、电子邮件表决等其他方式召开。董事会会议也可以采取现场与其他方式同时进行的方式召开。非以现场方式召开的，以视频显示在场的董事、在电话会议中发表意见的董事、规定期限内实际收到传真或者电子邮件等有效表决票，或者董事事后提交的曾参加会议的书面确认函等计算出席会议的董事人数。

As a general rule, the meeting of the board of directors shall be held on site. When necessary, the meeting can be held by means of video, telephone, fax or e-mail, etc. upon consent of the conveners (presiders) and the proponents as long as the directors can fully express their opinions. The meeting of the board of directors can also be held on site in combination with other means. In the case of a meeting on site, the number of directors attending the meeting shall be calculated by the directors who are on the spot as showed by video, the directors who have expressed opinions in the telephone conference, the faxes, e-mails and other valid votes that are actually received within the prescribed time limit, or the written confirmation letters the directors submitted afterwards for proving that they have attended the meeting.

**第一百一十八条** 董事会会议通知包括以下内容：

**Article 118** Notice of the meeting of board of directors shall include the following details:

- （一）会议日期和地点；
  1. the date and time of the meeting;
- （二）会议期限；
  2. the duration of the meeting;
- （三）事由及议题；
  3. the reason for the meeting and topics to be discussed;
- （四）发出通知的日期。
  4. the date of issue of the notice.

**第一百一十九条** 董事会会议应有过半数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。

**Article 119** No meeting of the board of directors shall be held unless attended by an absolute majority of directors. Any resolution adopted by the board of directors shall require affirmative votes by an absolute majority of directors.

董事会决议的表决，实行一人一票。

When voting on board of directors' resolutions, one director shall have one vote.

**第一百二十条** 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三人的，应将该事项提交股东大会审议。

**Article 120** Where a director has an affiliate relationship with any enterprise involved in a resolution to be voted on at a meeting of the board of directors, the director concerned shall not exercise his/her voting rights for that resolution, nor shall he/she exercise voting rights on behalf of any other director. Relevant meeting of the board of directors shall not be held unless attended by an absolute majority of directors without an affiliate relationship with any such enterprise, and any resolution made at the meeting must be voted for by a majority of directors without any such relationship to be passed. Where the number of directors without any such affiliate relationship attending the meeting is less than three, the matter shall be submitted to the general meeting for deliberation.

**第一百二十一条** 董事会决议表决方式为：记名投票方式或举手表决方式。

**Article 121** The voting method to be used for resolutions of the board of directors is open ballot or show of hands.

董事会临时会议在保障董事充分表达意见的前提下，可以用视频、电话、传真或者电子邮件表决等方式进行并作出决议，并由参会董事签字交董事会保存。

The interim meeting of the board of directors can be held by means of video, telephone, fax or e-mail, etc., as long as the directors can fully express their opinions, and resolutions can be made and submitted to the board of directors for safekeeping after being signed by the directors present.

**第一百二十二条** 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 122** Meetings of the board of directors shall be attended by each director in person. Where a director is unable to attend a meeting for any reason, he may issue a written proxy statement appointing another director to attend on his behalf. The proxy statement shall set out the name of the proxy, the matters for which he/she has been appointed, the scope of his authorization and the valid term, and shall be signed or sealed by the appointing director. Any director who attends a meeting on behalf of another director shall exercise the latter's rights within the scope of his/her authorization. Any director who neither attends a meeting of the board of directors nor appoints a proxy to attend on his/her behalf shall be deemed to have waived his/her voting rights at the meeting.

**第一百二十三条** 董事会应当对会议所议事项的决定制作会议记录，出席会议的董事、信息披露事务负责人和记录人应当在会议记录上签名。

**Article 123** The decisions on the matters discussed at the meeting of board of directors shall be recorded in the minutes, which shall bear the signatures of all the directors present, the person in charge of information disclosure and the recorder.

董事会会议记录作为公司档案保存，保存期限不少于十年。

Meeting minutes of the board of directors shall be retained for no less than 10 years as the Company's archives.

**第一百二十四条** 董事会会议记录包括以下内容：

**Article 124** Meeting minutes of the board of directors shall include the following details:

（一）会议召开的日期、地点和召集人姓名；

1. the date, venue and the convener of the meeting;

（二）出席董事的姓名以及受他人委托出席董事会的董事（代理人）姓名；

2. names of the attending directors and the directors (proxies) attending the meeting on behalf of others;

(三) 会议议程;

3. the agenda of the meeting;

(四) 董事发言要点;

4. key points of directors' speeches; and

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

5. the voting method and result for each resolution (the voting result shall set out the numbers of affirmative votes, negative votes and abstentions).

## 第六章 总经理（总裁）及其他高级管理人员

### Chapter VI General Manager (President) and Other Officers

**第一百二十五条** 公司设总经理（总裁）一名由董事会聘任或解聘。

**Article 125** The Company shall have one general manager (president), who shall be appointed or dismissed by the board of directors.

公司根据经营需要设副总经理（副总裁）若干名，由董事会聘任或解聘。

The Company may have certain deputy general managers (vice presidents) based on its business need, who shall be appointed or dismissed by the board of directors.

公司总经理（总裁）、副总经理（副总裁）、财务负责人、董事会秘书及董事会聘任的其他人员为公司高级管理人员。

The general manager (president), deputy general managers (vice presidents), finance chief, the secretary of the board of directors, and other persons appointed by the board of directors of the Company are collectively referred to officers of the Company.

**第一百二十六条** 本章程**错误!未找到引用源。**关于不得担任董事的情形、同时适用于高级管理人员。

**Article 126** The provisions of Article 96 hereof relating to the circumstances in which individuals may not serve as directors shall also apply to senior officers.

本章程错误!未找到引用源。关于董事的忠实义务和错误!未找到引用源。第（四）项、第（五）项、第（六）项关于勤勉义务的规定，同时适用于高级管理人员。

The provisions of Article 98 hereof relating to directors' fiduciary duties and the provisions of Items 4, 5 and 6 of Article 99 on directors' due diligence duties shall also apply to officers.

**第一百二十七条** 在公司控股股东单位担任除董事、监事以外其他行政职务的人员，不得担任公司的高级管理人员。

**Article 127** Persons holding other administrative posts other than directors and supervisors in the controlling shareholder of the Company shall not serve as an officer of the Company.

公司高级管理人员仅在公司领薪，不由控股股东代发薪水。

The Company's officers only receive salaries from the Company, and the controlling shareholder do not pay salaries on its behalf.

**第一百二十八条** 总经理（总裁）每届任期三年，总经理（总裁）连聘可以连任。

**Article 128** The term of office of the general manager (president) shall be three years, and may be renewed upon reappointment.

**第一百二十九条** 总经理（总裁）对董事会负责，行使下列职权：

**Article 129** The general manager (president) shall report 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；

1. to manage the Company's production and operations, and organize to implement resolutions of the board of directors, and report to the board of directors;

（二）组织实施公司年度经营计划和投资方案；

2. to organize to implement annual operating plans and investment plans of the Company;



（三）拟订公司内部管理机构设置方案；

3. to formulate the plans for the setup of the Company's internal management organs;

（四）拟订公司的基本管理制度；

4. to formulate basic management system of the Company;

（五）制定公司的具体规章；

5. to formulate specific rules and regulations of the Company;

（六）提请董事会聘任或者解聘公司副总经理（副总裁）、财务负责人；

6. to propose to appoint or dismiss the deputy manager (vice president) and finance chief of the Company;

（七）决定聘任或者解聘除应由董事会决定聘任或者解聘以外的负责管理人员；

7. to decide to appoint or dismiss the officers other than those shall be appointed or dismissed by the board of directors;

（八）本章程或董事会授予的其他职权。

8. Other functions and powers granted by these Articles of Association or the board of directors.

总经理（总裁）列席董事会会议。

The general manager (president) shall attend the meeting of the board of directors without voting rights.

**第一百三十条** 总经理（总裁）应制订总经理（总裁）工作细则，报董事会批准后实施。

**Article 130** The general manager (president) shall formulate detailed working rules of the general manager (president), which shall be implemented after being approved by the board of directors.

**第一百三十一条** 总经理（总裁）工作细则包括下列内容：

**Article 131** The work rules of the general manager (president) shall include the following contents:

（一）总经理（总裁）会议召开的条件、程序和参加的人员；

1. conditions for holding meetings of the general manager (president), procedures thereof and attendees;

(二) 总经理（总裁）、副总经理（副总裁）及其他高级管理人员各自具体的职责及其分工；

2. respective duties and functions of the general manager (president), deputy general manager (vice president) and other officers;

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

3. the Company's funds and asset utilization, authority to sign major contracts and the system on reporting to the board of directors and the board of supervisors;

(四) 董事会认为必要的其他事项。

4. other matters deemed necessary by the board of directors.

**第一百三十二条** 总经理（总裁）可以在任期届满以前提出辞职。有关总经理（总裁）辞职的具体程序和办法由总经理（总裁）与公司之间的劳动合同规定。

**Article 132** The general manager (president) can resign before the expiration of his/her term of office. For the specific procedures and measures about the resignation of general manager (president), please refer to the labor contract signed by and between the general manager (president) and the Company.

**第一百三十三条** 副总经理（副总裁）由董事会聘任或解聘，协助总经理（总裁）开展工作，对总经理（总裁）负责。

**Article 133** The deputy general manager (vice president) shall be appointed or dismissed by the board of directors, assist the general manager (president) in his/her work and report to the general manager (president).

**第一百三十四条** 公司设董事会秘书，为公司信息披露事务负责人，由董事会聘任或解聘。其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，办理信息披露事务、投资者关系管理等事宜。

**Article 134** The Company shall appoint a secretary of the board of directors, who shall also be the person in charge of the Company's information disclosure and be appointed or dismissed by the board of directors. The secretary of the board of directors shall be responsible for preparing for general meetings and meetings of the

board of directors, the retention of documents, the management of shareholder materials, the disclosure of information, the management of investor relations, etc.

董事会秘书应遵守法律、行政法规、部门规章及本章程的有关规定。

The secretary of the board of directors shall abide by laws, administrative regulations, departmental rules and these Articles of Association.

信息披露事务负责人空缺期间，公司应当指定一名董事或者高级管理人员代行信息披露事务负责人职责，并在三个月内确定信息披露事务负责人人选。公司指定代行人员之前，由董事长代行信息披露事务负责人职责。

During the period when there is no person in charge of information disclosure is vacant, the Company shall designate a director or officer to act as the person in charge of information disclosure, and determine the candidate for the person in charge of information disclosure within three months. Before the Company designates such person in charge of information disclosure, the chairman shall act as the person in charge of information disclosure.

**第一百三十五条** 高级管理人员执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

**Article 135** Any officer who violates any law, administrative regulations, departmental rules or these Articles of Association and thereby causes The Company to suffer a loss shall be liable for compensation.

**第一百三十六条** 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。

**Article 136** The officers of the Company shall faithfully perform their duties and act in the best interests of the Company and all shareholders. If the Company's officers fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.

## 第七章 监事会

## Chapter VII Board of Supervisors

### 第一节 监事

#### Section I Supervisors

**第一百三十七条** 本章程错误!未找到引用源。关于不得担任董事的情形，同时适用于监事。

**Article 137** The provisions of Article 96 hereof relating to the circumstances in which individuals may not serve as directors shall also apply to supervisors.

董事、总经理(总裁)和其他高级管理人员及其配偶和直系亲属在公司董事、高级管理人员任职期间不得兼任公司监事。

No director, general manager (president), other officer or any of their spouses and immediate family members shall concurrently act as a supervisor of the Company during their tenure as directors or officer.

**第一百三十八条** 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 138** Supervisors shall abide by laws, administrative regulations and these Articles of Association, and shall owe fiduciary and due diligence duties to the Company. Supervisors shall not abuse their authority by accepting bribes or other illegal income, nor shall they convert the Company's property.

**第一百三十九条** 监事每届任期三年，监事任期届满，连选可以连任。

**Article 139** The term of office of a supervisor shall be three years. On the expiration of his/her term of office, the supervisor may be reelected and serve another term of office.

**第一百四十条** 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，原监事仍应当按照有关法律、法规和公司章程的规定，履行监事职责。

**Article 140** Where a new supervisor has not yet been elected on the expiration of a supervisor's term of office, or the number of supervisors on the board falls below the quorum due to the resignation of a supervisor during his/her term of office, that supervisor, before the newly elected supervisor takes his/her office, shall continue to perform his/her duties in accordance with laws, administrative regulations and these Articles of Association.

**第一百四十一条** 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 141** Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation opinions on regular reports.

**第一百四十二条** 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 142** Supervisors may attend the meetings of the board of directors without voting rights and make inquiries or suggestions relating to issues to be resolved by the board of directors.

**第一百四十三条** 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 143** Supervisors shall not take advantage of their affiliate relationships to damage the Company's interests and shall be liable for making compensation in case of any loss incurred as a result of any such violation.

**第一百四十四条** 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 144** Any supervisor who violates any law, administrative regulations, departmental rules or these Articles of Association and thereby causes any loss of the Company shall be liable for compensation accordingly.

## 第二节 监事会

## Section II Board of Supervisors

**第一百四十五条** 公司设监事会。监事会由三名监事组成，监事会设主席一人。监事会主席由全体监事过半数选举产生。

**Article 145** The Company shall establish a board of supervisors. The board of supervisors shall consist of three supervisors and have one chairman. The chairman shall be elected by an absolute majority of supervisors.

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。

The chairman shall convene and preside over meetings of the board of supervisors. Where the chairman is unable to or fails to do so, a supervisor jointly nominated by an absolute majority of supervisors shall convene and preside over meetings of the board of supervisors.

监事会应当包括股东代表和适当比例的公司职工代表，其中职工代表的比例不低于三分之一。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

The board of supervisors shall be composed of shareholder representatives and an appropriate proportion of employee representatives. The number of employee representatives shall be no less than one third of all supervisors. Employee representatives in the board of supervisors shall be democratically elected by employees through the employee representative congress, the employee congress, or any other means.

**第一百四十六条** 监事会行使下列职权：

**Article 146** The board of supervisors shall exercise the following functions and powers:

（一）应当对董事会编制的公司定期报告进行审核并提出书面审核意见；

1. to examine and give written examination opinions on the Company's regular reports prepared by the board of directors;

（二）检查公司财务；

2. to review the financial affairs of the Company;

（三）对董事、高级管理人员执行公司职务的行为进行监督，对违反法律、行政法规、本章程或者股东大会决议的董事、高级管理人员提出罢免的建议；

3. to supervise the acts of the directors and officers in performing the Company's duties and propose to remove any director or officer who is in violation of the laws, administrative regulations, these Articles of Association or resolutions of the 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；

4. to require any director or officer who acts in any manner that damages the interests of the Company to make correction;

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

5. to propose for an interim general meeting, and convene and preside over the general meeting when the board of directors fails to do the same according to the Company Law;

（六）向股东大会提出提案；

6. to submit proposals to the general meeting;

（七）依照《公司法》第一百五十一条的规定，对董事、高级管理人员提起诉讼；

7. to file a lawsuit against the directors or officers in accordance with Article 151 of the Company Law;

（八）发现公司经营情况异常，可以进行调查；必要时，可以聘请会计师事务所、律师事务所等专业机构协助其工作，费用由公司承担。

8. to undertake an investigation on discovering any irregularities in the operation of the Company and, where necessary, engage an accounting firm to assist in any such investigation at the expense of the Company.

**第一百四十七条** 监事会每六个月至少召开一次会议，于会议召开十日前通知全体监事。监事可以提议召开临时会议，并于会议召开二日前通知全体监事，但经全体监事同意，临时会议的通知期限的规定可以免于执行。

**Article 147** The board of supervisors shall hold meetings no less than once every six months and notify all supervisors ten days before the meeting. The supervisors may propose to hold an interim meeting and notify all supervisors two days before the meeting. Notwithstanding the foregoing, with the consent of all supervisors, the notice period of the interim meeting of the board of supervisors may be waived.

监事会会议应当以现场方式召开。紧急情况下，监事会会议可以通讯方式进行表决，但监事会召集人（会议主持人）应当向与会监事说明具体的紧急情况。在通讯表决时，监事应当将其对审议事项的书面意见和投票意向在签字确认后提交监事会。监事不应当只写明投票意见而不表达其书面意见或者投票理由。

The meeting of the board of supervisors shall be held on site. In case of emergency, the meeting of the board of supervisors can be held by means of communication voting, but the convener of the board of supervisors (the presider of the meeting) shall explain details of the emergency to the supervisors present. During the communication voting, the supervisors shall submit to the board of supervisors their written opinions and votes on the matters under deliberation after signing. In this regard, supervisors shall not only state their voting opinions without expressing their written opinions or voting reasons.

监事会决议应当经半数以上监事通过。

Resolutions of the board of supervisors shall be adopted by an absolute majority of supervisors.

**第一百四十八条** 监事会制定监事会议事规则，明确监事会的议事方式和表决程序，以确保监事会的工作效率和科学决策。

**Article 148** The board of supervisors shall formulate its own rules of procedure, specifying discussion methods and voting procedures to ensure work efficiency and safeguard systematic decision-making.

监事会议事规则规定监事会的召开和表决程序。监事会议事规则应列入公司章程或作为章程的附件，由监事会拟定，股东大会批准。

The rules of procedure for the board of supervisors shall stipulate the procedures for convening and voting at the meetings of board of supervisors. Drafted by the board of supervisors and approved by the general meeting, the rules of procedure for



the board of supervisors shall be included in these Articles of Association or attached hereto as an appendix.

**第一百四十九条** 监事会应当将所议事项的决定做成会议记录，出席会议的监事应当在会议记录上签名。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，保管期限为十年。

**Article 149** The decisions on the matters discussed at the meeting of board of supervisors shall be recorded in the minutes, which shall bear the signatures of all the supervisors present. Supervisors may require that explanatory records with respect to the key points made in discussions at the meeting be kept in their meeting minutes. Meeting minutes of the board of supervisors shall be retained for no less than 10 years as the Company's archives.

**第一百五十条** 监事会会议通知包括以下内容：

**Article 150** Notice of the meeting of the board of supervisors shall include the following contents:

- （一）举行会议的日期、地点和会议期限；
  1. the date, venue and duration of the meeting;
- （二）事由及议题；
  2. the reasons for the meeting and the topics to be discussed; and
- （三）发出通知的日期。
  3. the date of issue of the notice.

## 第八章 财务会议制度、利润分配和审计

### Chapter VIII Financial and Accounting System, Profit

#### Distribution and Auditing

##### 第一节 财务会计制度

## **Section I Financial and Accounting System**

**第一百五十一条** 公司依照法律、行政法规和国家有关部门的规定，制定公司的财务会计制度。

**Article 151** The Company shall formulate its financial and accounting system in accordance with the laws, administrative regulations and the provisions of relevant state departments.

**第一百五十二条** 公司在每一会计年度结束之日起四个月内向全国股转公司报送并披露年度报告，在每一会计年度上半年结束之日起两个月内向全国股转公司报送并披露中期报告。

**Article 152** The Company shall submit and disclose its annual report to NEEQ Co., Ltd., within four months from the end of each accounting year, and submit and disclose its semi-annual report to NEEQ Co., Ltd., within two months from the end of the first half of each accounting year.

上述年度报告、中期报告按照有关法律、行政法规、全国股转公司的规定进行编制。

The aforesaid annual and semi-annual reports shall be formulated in accordance with applicable laws, administrative regulations and rules formulated by NEEQ Co., Ltd.

**第一百五十三条** 公司除法定的会计账册外，不另立会计账册。公司的资产，不得以任何个人名义开立账户存储。

**Article 153** The Company shall not maintain any other account book other than its statutory account books. No asset of the Company may be deposited and kept in any personal accounts.

**第一百五十四条** 公司分配当年税后利润时，应当提取利润的百分之十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百分之五十以上的，可以不再提取。

**Article 154** In distributing the after-tax profits of the Company for the current year, the Company shall withdraw 10% of the after-tax profits to be included in its statutory reserve fund. Where the cumulative amount of the statutory reserve fund

exceeds 50% of its registered capital, the Company may cease to make further withdrawal.

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。

If the amount of the statutory reserve fund is not sufficient for making up losses in the previous year(s), profits of the current year shall firstly be applied to make up such losses before withdrawing the statutory reserve fund in accordance with the foregoing provision.

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

After the Company withdraws statutory reserve fund from after-tax profits, it can also withdraw discretionary reserve fund from the after-tax profits with the resolution of the general meeting.

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。

The after-tax profits after the Company makes up losses or withdraws the reserve fund shall be distributed to shareholders according to their respective shareholding ratio, unless these Articles of Association does not provide to make distribution according to the shareholding ratio.

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。

In the event that the general meeting distributes profits to shareholders before making up losses and withdrawing statutory reserve fund in violation of the preceding paragraph, the shareholders must return the profits so distributed to the Company.

公司持有的本公司股份不参与分配利润。

The shares held by the Company enjoy no right to the distribution of profits.

**第一百五十五条** 公司的公积金用于弥补公司的亏损、扩大公司生产经营或者转为增加公司资本。但是，资本公积金将不用于弥补公司的亏损。

**Article 155** The reserved funds of the Company will be used to make up its losses, expand its production and business operation, or to increase the Company's

capital. However, the capital reserve will not be used to make up 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百分之二十五。

Where the statutory reserve fund is converted into capital, the value of the remaining reserve fund shall be no less than 25% of the Company's registered capital prior to the conversion.

**第一百五十六条** 股东大会对利润分配方案作出决议后，公司董事会须在股东大会召开后两个月内完成股利（或股份）的派发事项。

**Article 156** After the general meeting makes a resolution on the profit distribution plan, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months after the general meeting.

**第一百五十七条** 公司本着同股同利的原则，在每个会计年度结束时，由公司董事会根据当年的经营业绩和未来的生产经营计划提出利润分配方案和弥补亏损方案，经股东大会审议通过后予以执行。

**Article 157** By the principle of share of the same class having the same benefit, the board of directors of the Company shall propose profit distribution plans and loss recovery plans at the end of each financial year according to the current year's business performance and future production and operation plans, which shall be implemented after being deliberated and approved by the general meeting.

#### （一）公司利润分配的原则

##### (I) Principle of profit distribution

公司实行持续、稳定的利润分配政策，重视对投资者的合理投资回报并兼顾公司的长远利益、全体股东的整体利益及公司的可持续发展。公司管理层、董事会应根据公司盈利状况和经营发展实际需要等因素制订利润分配预案。利润分配不得超过累计可分配利润的范围，不得损害公司持续经营能力。

The Company shall formulate sustainable and stable profit distribution policies, attach importance to the reasonable investment return of investors, while taking into account the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company. The Company's management level

and the board of directors shall formulate profit distribution plans according to the Company's profitability, actual needs of business development and other factors. The profit distribution shall be within the scope of accumulated distributable profits and shall not damage the Company's sustainable operation ability.

## （二）利润分配的形式

### (II) Form of profit distribution

公司可以采取现金、股票或者现金与股票相结合的方式分配股利。公司优先采取现金分红的利润分配方式。在保证现金分红比例的前提下，考虑到公司成长性、每股净资产的摊薄等真实合理因素，公司可以采取股票股利的方式进行利润分配。

The Company may distribute profit in the form of cash, stock or a combination of the two. However, the Company shall give priority to profit distribution in the form of cash. While ensuring the cash dividend ratio, the Company can adopt the form of stock dividend taking into account the Company's growth, dilution of net assets per share and other real and reasonable factors.

## （三）利润分配期间间隔

### (III) Profit distribution interval

公司经营所得利润将首先满足公司经营需要，在满足公司正常生产经营资金需求的前提下，原则上每年度进行利润分配。有条件的情况下，公司可以进行中期利润分配。

The Company's operating profit shall first be used meet the Company's operating needs. While meeting the Company's normal operation needs, the profit can be distributed every year in principle. The Company may make interim profit distribution where available.

## （四）利润分配的条件和比例

### (IV) Conditions for and proportion of profit distribution

公司制定利润分配方案时，应当以母公司报表中可供分配利润为依据。同时，为避免出现超分配的情况，公司应当以合并报表、母公司报表中可供分配利润孰低的原则来确定具体的利润分配总额和比例。

When formulating the profit distribution plan, the Company shall use the profit available for distribution in the parent company's statements as the basis. Meanwhile, to avoid over-distribution, it shall determine the specific total amount and proportion of profits to be distributed based on the lesser of the profits available for distribution in the consolidated statements and those in the parent company's statements.

#### 1、现金分红的条件和比例

##### 1. Conditions for and proportion of cash dividends distribution

在下列条件均满足的情况下，公司必须进行年度现金分红：（1）公司在当年盈利；（2）当年末公司累计未分配利润为正；（3）公司有相应的货币资金，能够满足现金分红需要。公司每年以现金方式分配的利润不少于当年实现的可供分配利润的 10%。

The Company must pay cash dividends each year when all of the following conditions are met: (1) the Company makes profits in the current year; (2) the Company's accumulated undistributed profits at the end of the current year is positive; and (3) the Company has appropriate monetary funds that can meet the needs of paying cash dividends. The profit distributed by the Company in cash each year shall not be less than 10% of the profit available for distribution realized in that year.

公司在当年盈利且累计未分配利润为正的情况下，采取现金方式分配股利，每年以现金方式分配的利润不少于当年实现的可分配利润的百分之十。

When the Company makes profits in the current year and the accumulated undistributed profits are positive, it shall distribute profit in the form of cash, and the profits distributed in cash each year shall not be less than 10% of the distributable profits realized in the current year.

在不影响公司正常经营前提下，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百分之三十。

Without affecting the normal operation of the Company, the accumulated profits distributed in cash in the last three years shall not be less than 30% of the annual average distributable profits realized in the last three years.

存在下述情况之一时，公司当年可以不进行现金分红或现金分红比例可以低于当年实现的可分配利润的百分之十：

The Company may not pay cash dividends in the current year or the proportion of cash dividends may be lower than 10% of the distributable profits realized in the current year under any of the following circumstances:

（1）当年实现的每股可供分配利润低于零点一元；

(1) The distributable profit per share realized in the current year is less than RMB 0.1;

（2）公司未来十二个月内存在重大投资计划或重大现金支出等事项发生（募集资金项目除外）。重大投资计划或重大现金支出是指公司未来十二个月内对外投资、收购资产或购买设备累计支出超过公司最近一期经审计的合并报表净资产的百分之十，且绝对金额超过三千万元；

(2) The Company has major investment plans or major cash expenditures in the next 12 months (except for the projects for raising funds). For the purpose of the preceding sentence, “major investment plan” or “major cash expenditure” refers to that the accumulated expenditure of the Company on external investment, acquisition of assets or purchase of equipment in the next 12 months exceeds 10% of the net assets as shown in the consolidated statement of the Company as audited in the latest period, and the absolute amount exceeds RMB 30 million;

（3）当年经审计资产负债率（母公司）超过百分之七十；

(3) The audited asset-liability ratio (parent company) of the current year exceeds 70%;

（4）审计机构对公司该年度财务报告出具保留意见、否定意见或无法表示意见的审计报告。

(4) The audit institution has issued an audit report with qualified opinions, negative opinions or disclaimer opinions on the financial statements of the Company of the current year.

公司董事会应当综合考虑所处行业特点、发展阶段、自身经营模式、盈利水平以及是否有重大资金支出安排等因素，区分下列情形，提出差异化的现金分红政策：

The board of directors shall take a overall consideration the industry characteristics, development stage, its own business model, profitability and whether there is a major capital expenditure arrangement, and propose differentiated cash dividend policies for different situations as follows:

(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百分之八十；

(1) If the Company is in a mature stage of development and there is no major capital expenditure arrangement, the cash dividend shall account for at least 80% of the profit distributable during the profit distribution;

(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百分之四十；

(2) If the Company is in a mature stage of development and there is any major capital expenditure arrangement, the cash dividends shall account for at least 40% of the profit distributable during the profit distribution;

(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百分之二十；

(3) If the Company is in a growing stage of development and has major capital expenditure arrangements, the cash dividends shall account for at least 20% of the profit distributable during the profit distribution;

(4) 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。

(4) If the development stage of the Company can not be distinguished but there are major capital expenditure arrangements, it can be handled in accordance with the provisions of the preceding paragraph.

现金分红在利润分配中所占比例为现金股利除以现金股利与股票股利之和。

The proportion of cash dividends in profit distribution is the cash dividends divided by the sum of cash dividends and stock dividends.



## 2、股票股利分配条件

### 2. Conditions for stock dividend distribution

公司在经营情况良好，并且董事会认为公司股票价格与公司股本规模不匹配、发放股票股利有利于公司全体股东整体利益时，可以在满足上述现金分红的条件下，采用发放股票股利方式进行利润分配。股票股利分配可以单独实施，也可以结合现金分红同时实施。

When the Company is in good operation condition, and the board of directors believes that the stock price of the Company does not match the size of the Company's capital stock and the distribution of stock dividend is beneficial to the overall interests of all shareholders of the Company, the Company may distribute profits in the form of stock dividends. Stock dividend distribution can be implemented separately, or simultaneously with cash dividend distribution.

### （五）利润分配的决策机制和程序

#### (V) Decision-making mechanism and procedure of profit distribution

1、公司管理层根据公司盈利情况、资金需求以及股东回报规划,合理提出利润分配建议和预案,然后由公司董事会审议制定利润分配方案。公司独立董事应发表独立意见，监事会对利润分配方案进行审议。

1. The management level of the Company shall, according to the Company's profitability, capital demand and shareholder return plan, reasonably put forward profit distribution suggestions and a draft plan, and then the board of directors of the Company shall deliberate and formulate a profit distribution plan. Independent directors of the Company shall express independent opinions and the board of supervisors shall deliberate the profit distribution plan.

公司董事会在制定利润分配方案时，应就利润分配方案的合理性进行充分讨论，形成专项决议，并经董事会、监事会审议通过后提交股东大会审议。

When formulating the profit distribution plan, the board of directors shall fully discuss the rationality of the plan, form a special resolution, and submit it to the general meeting for deliberation after being deliberated and approved by the board of directors and the board of supervisors.

2、股东大会对利润分配方案审议前,公司应通过电话、传真、网络互动平台等多种渠道主动与股东特别是中小股东进行沟通和交流,充分听取中小股东的意见和诉求,并及时答复中小股东关心的问题。

2. Before the general meeting deliberates the profit distribution plan, the Company should actively communicate and exchange opinions with shareholders, especially minority shareholders, through telephone, fax, online exchange platform and other channels, fully listen to the opinions and appeals of minority shareholders, and timely answer the questions concerned by minority shareholders.

3、股东大会在审议利润分配方案时,须经出席股东大会的股东(包括股东代理人)所持表决权的二分之一以上通过。公司在召开股东大会审议利润分配方案时,可以采取为股东提供网络投票表决的方式、邀请中小股东参会等多种形式,充分保障广大股东尤其是中小股东的权利。

3. When the general meeting deliberates the profit distribution plan, the resolution should be adopted only when it is approved by more than half of the voting rights held by all shareholders (including proxies) present. When the Company convenes the general meeting to deliberate the profit distribution plan, it can adopt various forms such as enabling shareholders' online voting, inviting minority shareholders to participate in the meeting, etc., to fully protect the interests of the majority of shareholders, especially minority shareholders.

4、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。

4. The board of supervisors shall supervise the implementation of the Company's dividend policies and shareholder return plan by the board of directors and the management level and the decision-making process.

5、公司应在定期报告中详细披露利润分配方案制定和执行情况,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,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,还需详细说明调整或变更的条件及程序是否合规等内容。

5. The Company shall disclose the formulation and implementation of the profit distribution plan in detail in its regular reports, stating whether they conform to the provisions of the Articles of Association or the requirements for the resolution of the general meeting, whether the profit distribution standard and proportion are clear and clear, whether the decision-making procedures and mechanisms are complete, whether the independent directors perform their duties with due diligence, whether the legitimate rights and interests of minority shareholders are fully protected, etc. In case of any adjustment or change in the cash dividend policies, it is also necessary to specify whether the adjusted or changed conditions and procedures are in compliance.

(六)利润分配政策调整的条件及程序

(VI) Conditions and procedures for adjustment of profit distribution policies

1、利润分配政策调整的条件

1. Conditions for adjustment of profit distribution policies

公司应严格执行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。确有必要对章程确定的现金分红政策进行调整或者变更的，如遇到战争、自然灾害等不可抗力、或者公司外部经营环境变化并对公司生产经营造成重大影响，或公司自身经营状况发生较大变化时，公司可对利润分配政策进行调整。调整后的利润分配政策以保护广大股东尤其是中小股东的权益为出发点。

The Company shall strictly implement the cash dividend policy determined in the Articles of Association and the specific cash dividend plan reviewed and approved by the General Meeting of Shareholders. If it is really necessary to adjust or change the cash dividend policy determined in the Articles of Association, the Company may adjust the profit distribution policy in case of force majeure such as war and natural disasters, or changes in the Company's external business environment that have a significant impact on the Company's production and operation, or major changes in the Company's own business conditions. The adjusted profit distribution policy aims to protect the rights and interests of the majority of shareholders, especially the minority shareholders.

2、利润分配政策调整的程序

2. Procedures for adjustment of profit distribution policies

公司调整利润分配政策应由董事会做出专题论述，详细论证调整理由，形成书面论证报告，经独立董事审核并发表独立意见，并董事会、监事会审议通过后提交股东大会审议，经出席股东大会的股东所持表决权的三分之二以上通过。股东大会审议利润分配政策调整方案时，公司应为股东提供网络投票方式。

In case of any adjustment of the Company's profit distribution policies, the board of directors shall make a special statement to demonstrate the reasons for the adjustment and form a written demonstration report, which shall be first submitted to the independent directors for review and issuing independent opinions, and then submitted to the general meeting for deliberation after being deliberated and approved by the board of directors and the board of supervisors. A resolution shall be adopted unless it is approved by more than two-thirds of the voting rights held by all shareholders present. When the general meeting deliberates the adjustment plan of profit distribution policies, the Company shall enable shareholders' online voting.

(七)在满足现金分红条件而公司董事会未提出现金分红方案时，公司董事会应在年度报告中就不进行现金分红的原因，公司留存利润的确切用途及预计投资收益等事项进行专项说明，经独立董事发表独立意见后依法公开披露。同时，公司应在年度报告披露后、年度股东大会召开前，在公司业绩发布会中就现金分红方案相关事宜予以重点说明。如未召开业绩发布会的，应当通过现场、网络或其他有效方式召开说明会，就相关事项与媒体、股东特别是持有公司股份的机构投资者、中小股东进行沟通和交流,及时答复媒体和股东关心的问题。

(VII) When the conditions for cash dividend are met but the board of directors has not proposed a cash dividend plan, the board of directors shall make a special statement in the annual report on the reasons for not conducting cash dividend, the exact purpose of the retained profits of the Company, the expected investment income and other matters, which shall be publicly disclosed according to law after the independent directors issue their independent opinions. Meanwhile, the Company shall, after the disclosure of the annual report and before the convening of the annual general meeting, make a detailed explanation on the matters related to the cash dividend plan in the Company's performance conference. If no performance conference is held, an explanation meeting shall be held on the spot, online or by other effective means to

communicate and exchange opinions with the media, shareholders, especially institutional investors holding the Company's shares, and minority shareholders on relevant matters, and timely answer questions concerned by the media and shareholders.

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

(VIII) Where any shareholder illegally occupies the Company's funds, the Company shall deduct the cash dividends distributable to the shareholder to repay the funds it occupies.

## 第二节 内部审计

### Section II Internal Audit

**第一百五十八条** 公司根据需要实行内部审计制度，对公司财务收支和经济活动进行内部审计监督。

**Article 158** The Company shall implement an internal audit system based on its needs and supervise the internal auditing of the Company's financial revenue and expenditure, as well as its economic activities.

**第一百五十九条** 公司内部审计制度和审计人员的职责，应当经董事会批准后实施。审计负责人向董事会负责并报告工作。

**Article 159** The internal audit system and auditors' duties shall be implemented after being approved by the board of directors. The audit manager shall be responsible to and report on such work to the board of directors.

## 第三节 会计师事务所的聘任

### Section III Appointment of the Accounting Firm

**第一百六十条** 公司聘用符合《证券法》规定的会计师事务所进行会计报表审计、净资产验证及其他相关的咨询服务等业务，聘期一年，可以续聘。

**Article 160** The Company shall appoint an accounting firm that complies with the Securities Law to provide services such as the audit of financial statements, the verification of net assets and other relevant consultancy services. The term of appointment shall be one year, and may be renewed.

**第一百六十一条** 公司聘用会计师事务所由股东大会决定，董事会不得在股东大会决定前委任会计师事务所。

**Article 161** The Company's appointment of an accounting firm shall be subject to the decision of the general meeting. The board of directors shall not appoint any accounting firm prior to a decision being made by the general meeting.

**第一百六十二条** 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 162** The Company shall ensure that all accounting vouchers, accounts books, financial and accounting reports and other accounting materials are true and complete, and shall not refuse to provide, conceal or fraudulently report such materials and information.

**第一百六十三条** 会计师事务所的审计费用由股东大会决定。

**Article 163** The auditing expenses of the accounting firm shall be determined by the general meeting.

**第一百六十四条** 公司解聘或者不再续聘会计师事务所时，提前十个工作日事先通知会计师事务所，会计师事务所所有权向股东大会陈述意见。

**Article 164** Where the Company dismisses or does not reappoint an accounting firm, it shall notify the accounting firm ten working days in advance. The accounting firm may state its views when the general meeting votes on the dismissal of the accounting 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 an accounting firm resigns, it shall inform the general meeting whether the Company is involved in any improprieties.

## 第九章 通知和公告

## Chapter IX Notification and Announcement

### 第一节 通知

#### Section I Notification

**第一百六十五条** 公司的通知以下列形式发出：

**Article 165** The Company will serve notice by any of the following means:

（一）以专人送出；

1. by hand;

（二）以邮寄方式送出；

2. by mail;

（三）以电子送达方式送出；

3. electronic means; or

（四）以公告方式进行；

4. by announcement; and

（五）本章程规定的其他形式。

5. by other means as provided by these Articles.

**第一百六十六条** 公司发出的通知，如以公告方式进行的，一经公告，视为所有相关人员收到通知。

**Article 166** Where a notice is served by announcement, once the announcement has been made, all the relevant persons shall be deemed to have received the notice.

**第一百六十七条** 公司召开股东大会的会议通知，以公告方式进行。

**Article 167** Notices on the holding of a general meeting shall be made by announcement.

**第一百六十八条** 公司召开董事会、临时董事会的会议通知，以专人、邮寄、电子送达方式进行。

**Article 168** The notice on the holding of meeting of board of directors or the extraordinary meeting of board of directors shall be served by hand, by mail or by electronic means.

**第一百六十九条** 公司召开监事会、临时监事会的会议通知，以专人、邮寄、电子送达方式进行。

**Article 169** The notice on the holding of meeting of board of supervisors or the extraordinary meeting of board of supervisors shall be served by hand, by mail or by electronic means.

**第一百七十条** 通知的送达方式：

**Article 170** Method of serving notices:

（一）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；

1. where a notice is served by hand, the person on whom it is served shall sign or seal the proof of service and the receipt date shall be deemed to be the service date;

（二）公司通知以邮寄送出的，自交付邮局之日起第五个工作日为送达日期；

2. where a notice is served by mail, the fifth working day from its delivery to the post office shall be deemed to be the service date;

（三）公司以电子送达方式送出的，以送达信息到达受送达人特定系统的日期为送达日期。

3. where a notice is served by electronic means, the date when the information reaches the system of the addressee shall be the service date; or

（四）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。

4. where a notice is served by announcement, the first day on which the announcement is published shall be deemed to be the service date.

**第一百七十一条** 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 171** Where a meeting notice is not sent to any person entitled to notification or any such person does not receive the meeting notice due to an unintentional omission, neither the meeting nor the resolutions made at the meeting shall be invalidated thereby.

## 第二节 公告



## **Section II Announcement**

**第一百七十二条** 公司依法向全国股份转让系统公司披露定期报告和临时报告。

**Article 172** The Company shall disclose regular and interim reports to NEEQ Co., Ltd. in accordance with the law.

## **第十章 合并、分立、增资、减资、解散和清算**

### **Chapter X Merger, Division, Capital Increase and Reduction, Dissolution and Liquidation**

#### **第一节 合并、分立、增资、减资**

#### **Section I Merger, Division, Capital Increase and Reduction**

**第一百七十三条** 公司合并可以采取吸收合并和新设合并两种形式。

**Article 173** The Company may adopt two forms for merger: merger by absorption and merger by consolidation.

一个公司吸收其他公司为吸收合并，被吸收的公司解散。两个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。

One company's absorption of another company is a merger by absorption, and the company absorbed shall be dissolved. Two or more companies are merged and form a new company is a consolidation, and the companies consolidated shall be dissolved.

**第一百七十四条** 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十日内通知债权人，并于三十日内公告。

**Article 174** In a merger of the Company, the parties concerned shall execute a merger agreement and prepare their respective balance sheets and list of property. The Company shall notify its creditors within ten days of adopting merger resolutions, and shall make announcement within 30 days.

债权人自接到通知书之日起三十日内，未接到通知书的自公告之日起四十五日内，可以要求公司清偿债务或者提供相应的担保。

Creditors shall be entitled to claim full repayment of all debts owed by the companies or require that appropriate assurances are provided within 30 days of receiving the notice, or within 45 days of announcement if any such creditor does not receive the notice.

**第一百七十五条** 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 175** In a merger of the Company, the creditor's rights and debts of the merged party shall be assumed by the surviving company or the newly formed company after the merger.

**第一百七十六条** 公司分立，其财产作相应分割。

**Article 176** When the Company is divided, its property shall be divided accordingly.

公司分立，应当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十日内通知债权人，并于三十日内公告。

In the division of the Company, a balance sheet and a list of property shall be prepared. The Company shall notify the creditors within ten days as of the date of the decision on the division, and make announcement within 30 days.

**第一百七十七条** 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 177** The surviving company shall be severally liable for the debts before the Company's division, unless otherwise agreed by a written debts satisfaction agreement between the Company and creditors before division.

**第一百七十八条** 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 178** To reduce its registered capital, the Company must prepare balance sheet and list of property.

公司应当自作出减少注册资本决议之日起十日内通知债权人，并于三十日内公告。债权人自接到通知书之日起三十日内，未接到通知书的自公告之日起四十五日内，有权要求公司清偿债务或者提供相应的担保。

The Company shall notify the creditors within ten days as of the date of the decision on the reduction of registered capital, and make announcements within 30 days. The creditors may require the Company to repay debts or provide corresponding guarantees within 30 days of the receipt of the notice, or 45 days of the announcements in case they did not receive that notice.

公司减资后的注册资本将不低于法定的最低限额。

The registered capital after reduction shall not be less than the statutory minimum amount.

**第一百七十九条** 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 179** In case of a merger or division of the Company and certain registered items are changed, the Company shall register the changes with the company registration authority in accordance with laws. In case a dissolution of the Company, the Company shall cancel its registration in accordance with laws. In case a new establishment of company, the Company shall register the establishment in accordance with laws.

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。

To increase or reduce its registered capital, the Company shall handle the procedures for registering the changes with the company registration authority in accordance with the law.

## 第二节 解散和清算

### Section II Dissolution and Liquidation

**第一百八十条** 公司因下列原因解散：

**Article 180** The Company can be dissolved under any of the following circumstances:

（一）本章程规定的营业期限届满或者本章程规定的其他解散事由出现；

1. the business term set forth herein expires or any other grounds for dissolution prescribed herein have arisen;

（二）股东大会决议解散；

2. the general meeting has adopted a resolution to dissolve the Company;

（三）因公司合并或者分立需要而解散；

3. dissolution is required due to the merger or division of the Company;

（四）依法被吊销营业执照、责令关闭或者被撤销；

4. the Company' business license is revoked, or the Company is ordered to be closed down or be revoked in accordance with laws.

（五）公司经营管理发生严重困难，继续存续会使股东利益受到重大损失，通过其他途径不能解决的，持有公司全部股东表决权百分之十以上的股东，可以请求人民法院解散公司。

5. where serious difficulties have arisen in the operation of the Company and the continuation of the Company would certainly damage the shareholders' interests to a significant extent and there are no other solutions, shareholders representing more than 10% of all voting rights may petition the people's court to dissolve the Company.

**第一百八十一条** 公司有本章程 0 第（一）项情形的，可以通过修改本章程而存续。

**Article 181** The Company may survive by amending these Articles of Association in case of the circumstances in Item 1, Article 180 hereof.

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三分之二以上通过。

Any amendment made to the Articles of Association pursuant to the preceding paragraph shall be adopted by no less than two thirds of all voting shareholders present at the general meeting.

**第一百八十二条** 公司因本章程 0 第（一）项、第（二）项、第（四）项、第（五）项规定而解散的，应当在解散事由出现之日起十五日内成立清算组，开始清算。清算组由董事或者股东大会确定的人员组成。逾期不成立清算组进行清算的，债权人可以申请人民法院指定有关人员组成清算组进行清算。

**Article 182** Where the Company is to be dissolved pursuant to Items 1, 2, 4 or 5 of Article 180, a liquidation group shall be formed within 15 days from the date when the event of dissolution occurs. The liquidation group shall be composed of directors or the persons determined by the general meeting. Where the Company fails to form a liquidation group to liquidate the Company within the prescribed time limit, its creditors may petition the people's court to appoint relevant persons to form a liquidation group and liquidate the Company.

**第一百八十三条** 清算组在清算期间行使下列职权：

**Article 183** The liquidation group shall exercise the following functions and powers during the period of liquidation:

（一）清理公司财产，分别编制资产负债表和财产清单；

1. to liquidate the Company's property and prepare the balance sheet and list of property respectively;

（二）通知、公告债权人；

2. to notify the Company's creditors by way of notice or announcement;

（三）处理与清算有关的公司未了结的业务；

3. to handle and settle the outstanding business of the Company that relates to the liquidation;

（四）清缴所欠税款以及清算过程中产生的税款；

4. to repay taxes owed and the tax occurring in the process of liquidation in full;

（五）清理债权、债务；

5. to liquidate the claims and debts;

(六) 处理公司清偿债务后的剩余财产;

6. to dispose of the remaining properties after repaying the Company's debts;

(七) 代表公司参与民事诉讼活动。

7. to participate in the civil litigations on behalf of the Company.

**第一百八十四条** 清算组应当自成立之日起十日内通知债权人, 并于六十日内公告。债权人应当自接到通知书之日起三十日内, 未接到通知书的自公告之日起四十五日内, 向清算组申报其债权。

**Article 184** The liquidation group shall, after the date of its formation, notify the creditors within ten days and make an announcement within 60 days. The creditors shall declare their claims to the liquidation group within 30 days after receipt of the notice, or within 45 days after the date of announcement if they fail to receive the notice.

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 declaring their claims, creditors shall provide relevant details relating thereto and provide supporting materials. The liquidation group shall make records of such claims.

在申报债权期间, 清算组不得对债权人进行清偿。

During the period of declaration of claims, the liquidation group shall not pay off the creditors.

**第一百八十五条** 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 185** The liquidation group shall develop a liquidation plan, which shall be submitted to the general meeting or the people's court for confirmation, after it liquidates the Company's assets, prepares the balance sheet and the list of property.

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

The remaining assets of the Company after paying off all of the liquidation expenses, employees' salaries, social insurance expenses and statutory compensation,

taxes owed and debts shall be distributed to the shareholders according to their respective shareholding ratio.

清算期间，公司存续，但不能开展与清算无关的经营活动。

The Company exists during the period of liquidation; however, it cannot carry out any business activities that have nothing to do with the liquidation.

公司财产在未按前款规定清偿前，将不会分配给股东。

The Company's property shall not be distributed to shareholders until the repayment is made according to the preceding paragraph.

**第一百八十六条** 清算组在清理公司财产、编制资产负债表和财产清单后，认为公司财产不足清偿债务的，应当向人民法院申请宣告破产。

**Article 186** In the event that the liquidation group believes that the Company's assets are insufficient to repay its debts after checking the Company's assets and preparing the balance sheet and the list of property, it shall apply to the people's court for bankruptcy in accordance with laws.

公司经人民法院宣告破产后，清算组应当将清算事务移交给人民法院。

After the Company is adjudged bankrupt by the people's court, the liquidation group shall transfer the liquidation affairs to the people's court.

**第一百八十七条** 清算结束后，清算组应当制作清算报告，以及清算期间收支报表和财务账册，报股东大会或者人民法院确认，并报送公司登记机关，申请注销公司，公告公司终止。

**Article 187** After the liquidation, the liquidation group shall prepare a liquidation report as well as income statements and financial books during the liquidation period, and submit them to the general meeting or the people's court for confirmation, and apply to the Company's registration authority for deregistration of the Company and announce the termination of the Company.

**第一百八十八条** 清算组人员应当忠于职守，依法履行清算义务。

**Article 188** Members of the liquidation group shall faithfully fulfill their obligations of liquidation according to 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 group may not exploit their positions to take bribes or receive any other illegal gains or embezzle the properties of the Company.

清算组人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。

Any member of the liquidation group who causes losses to the Company or creditors due to their intentional misconduct or gross negligence shall be liable for compensation.

**第一百八十九条** 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 189** Where the Company is declared bankrupt according to law, a bankruptcy liquidation shall be carried out in accordance with the laws on corporate bankruptcy.

## 第十一章 投资者关系管理

### Chapter XI Management of Investor Relations

**第一百九十条** 公司投资者关系管理工作应当体现公平、公正、公开原则。公司应当在投资者关系管理工作中,客观、真实、准确、完整地介绍和反映公司的实际状况,避免过度宣传可能给投资者决策造成误导。

**Article 190** The management of investor relations shall follow the principles of fairness, impartiality and openness. The Company should objectively, truthfully, accurately and completely introduce and reflect its actual situation, to avoid misleading investors' decisions by exaggerated publicity.

公司应当积极做好投资者关系管理工作,及时回应投资者的意见建议,做好投资者咨询解释工作。

The Company should actively manage investor relations, respond to investors' opinions and suggestions in a timely manner, and explain to investors in respect of their consultations.



**第一百九十一条** 公司投资者关系管理工作应当严格遵守有关法律法规、部门规章、业务规则的要求，不得在投资者关系活动中以任何方式发布或者泄漏未公开重大信息。

**Article 191** The Company shall strictly comply with relevant laws and regulations, departmental rules, and business rules in its investor relation management work, and shall not release or leak non-public significant information in any way during its investor relation management activities.

公司在投资者关系活动中泄露未公开重大信息的，应当立即通过符合《证券法》规定的信息披露平台发布公告，并采取其他必要措施。

If the Company leaks non-public significant information in its investor relation management activities, it shall immediately make an announcement through an information disclosure platform that complies with the provisions of the Securities Law and take other necessary measures.

**第一百九十二条** 公司董事长为公司投资者关系管理工作第一责任人，董事会秘书在董事会领导下负责相关事务的统筹与安排，为公司投资者关系管理工作直接责任人，负责公司投资者关系管理的日常工作。从事投资者关系管理工作的人员应当具备必要的素质和技能。

**Article 192** The chairman of the Company shall be the first person responsible for managing the Company's investor relations. The secretary of the board of directors, as the direct person responsible for managing the Company's investor relations, shall be responsible for coordinating and arranging related affairs under the leadership of the board of directors, and for the daily work of the Company's investor relation management. Persons engaged in investor relation management should possess the necessary qualities and skills.

**第一百九十三条** 公司与投资者之间发生纠纷的，可以自行协商解决，协商不成的可选择提交证券期货纠纷专业调解机构进行调解、向仲裁机构申请仲裁或向人民法院提起诉讼。

**Article 193** If a dispute arises between the Company and investors, they may resolve it through consultation. If such consultation fails, they may choose to submit it to a professional institution for mediation of securities and futures dispute for

mediation, or apply to an arbitration institution for arbitration, or file a lawsuit with the people's court.

## 第十二章 修改章程

### Chapter XII Amendment to the Articles of Association

**第一百九十四条** 有下列情形之一的，公司应当修改章程：

**Article 194** The Company shall amend its Articles of Association under any of the following circumstances:

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

1. where, after the amendment of the Company Law or relevant laws and administrative regulations, the matters stipulated in the Articles of Association conflict with the provisions of the amended laws and administrative regulations;

（二）公司的情况发生变化，与章程记载的事项不一致；

2. where the situation of the Company has changed, which is inconsistent with the items recorded in the Articles of Association;

（三）股东大会决定修改章程。

3. where the general meeting decides to amend the Articles of Association.

**第一百九十五条** 股东大会决议通过的章程修改事项应经主管机关审批的，须报主管机关批准；涉及公司登记事项的，依法办理变更登记。

**Article 195** Where the amendment to the Articles of Association adopted by the general meeting is subject to the approval of the competent authority, it shall be submitted to the competent authority for approval. Where the amendment involves the Company's registered items, the procedures for registration of change shall be handled according to law.

**第一百九十六条** 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 196** The board of directors shall amend the Articles of Association in accordance with the resolution of the general meeting and the approval opinions of relevant competent authorities.

**第一百九十七条** 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 197** Where the disclosure of any amendment made to the Articles of Association is required by law or regulation, an announcement shall be made in accordance with the applicable provisions.

## 第十三章 附则

### Chapter XIII Supplementary Provisions

#### 第一百九十八条 释义

#### **Article 198** Definitions

#### 释义

#### Definitions

（一）控股股东，是指其持有的普通股占公司股本总额百分之五十以上的股东；持有股份的比例虽然不足百分之五十，但依其持有的股份所享有的表决权已足以对股东大会的决议产生重大影响的股东

1. The term "controlling shareholder" refers to any shareholder holding common shares that account for more than 50% of the total share capital of the Company, or those shares account for less than 50% of the total share capital of the Company, but the voting rights attached to those shares have a substantial influence on the decisions of the 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。

2. The term "actual controller" refers to any person who is not a shareholder of the Company but is in a position to exert control over the operation of the Company through any investment, agreement 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。但是，国家控股的企业之间不仅因为同受国家控股而具有关联关系。关联人包括关联法人和关联自然人，具体范围按照交易发生时全国股转公司的规则规定执行。

3. The term "affiliate relationship" refers to the relationship between a controlling shareholder, an actual controller, a director, a supervisor or an officer and any enterprise directly or indirectly controlled by them, or any other relationship that may lead to the transfer of the Company's interests. Nevertheless, state-controlled enterprises shall not be deemed to be affiliated to each other solely by reason of state control. Affiliates include affiliated legal persons and affiliated natural persons, and the specific scope shall be subject to the rules formulated by NEEQ Co., Ltd. at the time of transaction.

（四）本章程所称“交易”，包括下列类型的事项：

4. For the purposes of these Articles of Association, "transactions" include the following types of matters:

1、购买或者出售资产；

(1) acquisition or disposal of assets;

2、对外投资（含委托理财、对子公司投资等，购买银行理财产品、设立或者增资全资子公司除外）；

(2) external investments (including entrusted financial management, investment in subsidiaries, etc. but excluding the purchase of bank financial products, establishment of wholly controlled subsidiaries, and increase of capital contribution to wholly controlled subsidiaries);

3、提供财务资助（含委托贷款）；

(3) provision of financial assistance (including entrusted loan);

4、提供担保（指公司为他人提供的担保，含对控股子公司的担保）；

(4) provision of guarantee (i.e., the Company provides guarantee for others, including guarantee for subsidiaries);

5、租入或者租出资产；

(5) leasing in or out assets;

6、签订管理方面的合同（含委托经营、受托经营等）；

(6) conclusion of management-related contracts (including entrusting others or being entrusted for business operation);

7、赠与或者受赠资产；

(7) donating assets or accepting asset donation;

8、债权或者债务重组；

(8) claims or debts restructuring;

9、研究与开发项目的转移；

(9) transfer of R&D projects;

10、签订许可协议；

(10) conclusion of a licensing agreement; and

11、放弃权利（含放弃优先购买权、优先认缴出资权利等）；

(11) waiver of rights (including waiver of the right of first refusal and the preemptive right, etc.);

12、中国证监会、全国股转公司认定的其他交易。

(12) other transactions determined by CSRC or NEEQ Co., Ltd..

公司下列活动不属于前款规定的事项：

The following activities of the Company are not included in the matters enumerated in the preceding paragraph:

1、购买与日常经营相关的原材料、燃料和动力（不含资产置换中涉及购买、出售此类资产）；

(1) acquisition of raw materials, fuels and power related to day-to-day operations (excluding acquisition and sale of such assets in asset swaps);

2、出售产品、商品等与日常经营相关的资产（不含资产置换中涉及购买、出售此类资产）；

(2) sale of products and commodities related to day-to-day operation (excluding acquisition and sale of such assets in asset swaps); and

3、虽进行前款规定的交易事项但属于公司的主营业务活动。

(3) the transactions that fall within the matters enumerated in the preceding paragraph but are part of the Company's principal business.

（五）关联交易，是指公司或者其控股子公司与公司关联人之间发生的转移资源或者义务的事项，包括：

5. An affiliate transaction of the Company refers to the transfer of resources or obligations between the Company or its subsidiary and an affiliate of the Company, including:

1、本条第（四）款规定的第 1-12 项交易事项；

(1) transactions prescribed in Items (1)-(12) of the Paragraph 4 of this Article;

2、购买原材料、燃料、动力；

(2) purchase of raw materials, fuels and power;

3、销售产品、商品；

(3) sales of products and commodities;

4、提供或者接受劳务；

(4) provision or acceptance of labor services;

5、委托或者受托销售；

(5) consignment sales or commission sales;

6、关联双方共同投资；

(6) co-investment between two affiliates; and

7、其他通过约定可能造成资源或者义务转移的事项。

(7) other agreements that would result in transfer of resources or obligations.

（六）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；公司及其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。

6. The term “external guarantee” refers to the guarantee provided by the Company for others, including the guarantee provided by the Company for its holding subsidiaries. The “total amount of guarantee provided by the Company and its holding subsidiaries” refers to the sum of the total amount of guarantee provided by the Company, including that provided to the holding subsidiaries, and the total amount of guarantee provided by the Company's holding subsidiaries.

（七）电子送达，是指采用传真、电子邮件、移动通信（包括但不限于短息、微信）等即时收悉的特定系统作为送达媒介送达。

7. The term “electronic means” refers to the service of notice by use of fax, e-mail, mobile communication (including but not limited to SMS and WeChat) and other special systems that enable immediate receipt.

**第一百九十九条** 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 199** The board of directors may formulate detailed rules for these Articles of Association in accordance with the provisions hereof, provided that no such detailed rule shall not conflict with the provisions of these Articles of Association.

**第二百条** 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，以在主管市场监督管理机关最近一次核准登记后的中文版章程为准。

**Article 200** These Articles of Association are written in Chinese. Where other articles of association in a different language or a different version conflict with these Articles of Association, the Chinese version of the articles of association most recently approved and registered by the competent administration for market regulation shall prevail.

**第二百〇一条** 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 201** For the purpose of these Articles of Association, the terms "no less than", "within" and "no more than" include the given figure; the terms "under", "beyond", "less than" and "more than" exclude the given figure.

**第二百〇二条** 本章程由公司董事会负责解释。

**Article 202** The power to interpret these Articles of Association shall be vested in the board of directors of the Company.

**第二百〇三条** 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 203** The appendices to these Articles of Association shall include rules of procedure for the general meeting, rules of procedure for the board of directors and rules of procedure for the board of supervisors.

**第二百〇四条** 本章程经股东大会审议通过后生效。

**Article 204** The Articles of Association shall come into force after being considered and adopted by the General meeting of shareholders.

(以下无正文)

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中集安瑞醇科技股份有限公司

**CIMC Liquid Process Technology Co., Ltd.**