

北京华图供应链管理股份有限公司

章 程

The Articles of Association of  
CINKO SCM Co., Ltd.

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# 第一章 总则

## Chapter I General Provisions

**第一条** 为规范北京华图供应链管理股份有限公司（以下简称“公司”）的组织和行为，促进公司的发展，保护公司、股东、职工和债权人的合法权益，根据《中华人民共和国民法典》、《中华人民共和国公司法》（以下简称“公司法”）和其他有关规定，制订本章程。

**Article 1** This Articles of Association (hereinafter referred to as "AOA") is enacted for the purposes of regulating the organization and operation of CINKO SCM Co., Ltd. (hereinafter referred to as the "company"), promoting the development of company, protecting the legitimate rights and interests of company, shareholders, employees and creditors. This AOA formulated in accordance with the Law of Company Law of the People's Republic of China (hereinafter referred to as the "Company Law") and other relevant regulations.

**第二条** 公司是依照《公司法》在中华人民共和国境内设立的股份有限公司。

公司以发起方式设立，在北京市朝阳区市场监督管理局注册登记，取得营业执照。

公司是企业法人，有独立的法人财产，享有法人财产权。公司的合法权益受法律保护，不受侵犯。

**Article 2** The Company is a joint stock limited company duly organized and registered under the Company Law of the People's Republic of China and other relevant laws and regulations.

The Company was incorporated by way of promotion and is registered with the Beijing Chaoyang District Market Supervision and Administration Bureau, holding a valid business license.

As an enterprise legal person, the Company has independent property and enjoys the right to such property. Its lawful rights and interests are protected by law from infringement.

**第三条** 公司注册中文名称：北京华图供应链管理股份有限公司。

**Article 3** Registered Chinese name: CINKO SCM Co., Ltd.

第四条 公司住所：北京市朝阳区曙光西里甲6号院8号楼13层1606。

**Article 4** Registration Address: Room 1606, Floor 13, Building 8, Yard 6A, Shuguang Xili, Chaoyang District, Beijing, People's Republic of China.

第五条 公司注册资本为人民币 4,300 万元。

**Article 5** The registered capital of Company is RMB 43,000,000.

第六条 公司为永久存续的股份有限公司。

**Article 6** Company is a joint stock limited company with permanent existence.

第七条 公司总经理为公司的法定代表人，任期三年。

**Article 7** General Manager is the legal representative of Company, the term of office is 3 years.

第八条 公司全部资产分为等额股份，股东以其认购股份为限对公司承担责任，公司以其全部资产对公司的债务承担责任。

**Article 8** The entire assets of the Company shall be divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they have subscribed for, and the Company shall be liable for its debts to the extent of all its assets.

第九条 公司依法制定公司章程。公司章程对公司、股东、董事、监事、高级管理人员具有约束力。

股东可以依据公司章程起诉公司；公司可以依据公司章程起诉股东、董事、监事、总经理和其他高级管理人员；股东可以依据公司章程起诉股东；股东可以依据公司章程起诉公司的董事、监事、总经理和其他高级管理人员。

**Article 9** The Company shall formulate its AOA in accordance with the law. The AOA are binding on the Company, its shareholders, directors, supervisors, and senior management personnel.

A shareholder may file a lawsuit against the Company in accordance with the AOA; the Company may file a lawsuit against a shareholder,

director, supervisor, general manager, or other senior management personnel in accordance with the AOA; a shareholder may file a lawsuit against another shareholder in accordance with the AOA; a shareholder may file a lawsuit against a director, supervisor, general manager, or other senior management personnel of the Company in accordance with the AOA.

**第十条** 本公司章程所称高级管理人员是指公司的总经理、董事会秘书、副总经理、财务负责人。

**Article 10** The term "other senior managers" referred to herein means general manager, secretary of the board to directors, the deputy general managers and the person in charge of finance.

## 第二章 经营宗旨和范围

### Chapter II Business Purpose and Business Scope

**第十一条** 公司的经营宗旨：以不断探索促进经济发展；用规范化操作保证在市场竞争中成功，以科学管理方法和理念使公司得以长足发展，获良好经济效益让股东满意。

**Article 11** Company's Business Purpose: To continue to explore and promote economic development; using standardized operations to ensure success in the market competition, the concept of scientific management methods and to rapid development of the company, gets a good satisfactory economic return for shareholders.

**第十二条** 公司经营范围为：公司经营范围为：承办无船承运业务。（以无船承运业务经营资格登记证为准）；企业管理咨询；机电设备的批发；煤炭国内批发及进口（不在北京地区开展实物煤的交易，储运活动）；货物进出口、代理进出口、技术进出口。（以上不涉及国营贸易管理商品，涉及配额、许可证管理商品的，按照国家有关规定办理申请）（该企业于 2011 年 6 月 16 日由内资企业变更为外商投资企业。依法须经批准的项目，经相关部门批准后依批准的内容开展经营活动。）批发，零售机电设备，金属材料，机械设备，为电动车提供充电服务；国际货运代理及咨询。

一般项目：陆路国际货物运输代理；海上国际货物运输代理；航空国际货物运输代理；仓储设备租赁服务；技术服务、技术开发、技术咨询、技术交流、技术转让、技术推广；机械设备租赁；会议及展览服务；组织文化艺术交流活动；信息技术咨询服务；企业管理咨询；汽车销售；二手车经纪；汽车零配件批发；

新能源汽车整车销售；汽车装饰用品销售。（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）许可项目：城市配送运输服务（不含危险货物）。（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，具体经营项目以相关部门批准文件或许可证件为准）（不得投资《外商投资准入负面清单》中禁止外商投资的领域）汽车及零配件的仓储（港区内除外）、技术检查、装卸、包装以及相关服务；中水洗车；物流咨询；商业咨询；企业管理咨询；市场营销策划；国内货运代理；佣金代理（拍卖除外）。（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）（不得投资《外商投资准入负面清单》中禁止外商投资的领域）。

**Article 12 Company's Business Scope:** To undertake non-vessel operating common carrier business (subject to the Non-Vessel Operating Common Carrier Business Service Qualification Registration Certificate); business management consulting; wholesale of mechanical and electrical equipment; domestic wholesale and import of coal (no physical coal trading, storage, or transportation activities within Beijing); import and export of goods, import and export agency, and import and export of technology. (The above does not involve commodities under state trading management; for commodities subject to quota or license management, applications shall be handled according to relevant state regulations.) (This enterprise changed from a domestic enterprise to a foreign-invested enterprise on June 16, 2011. For projects subject to approval by law, business activities shall be carried out in accordance with the approved content after approval by the relevant departments.)

Wholesale and retail of mechanical and electrical equipment, metal materials, mechanical equipment; providing charging services for electric vehicles; international freight forwarding and consulting.

**General Projects:** Land international goods transport agency; maritime international goods transport agency; air international goods transport

agency; storage equipment leasing services; technical services, technology development, technical consulting, technology exchange, technology transfer, technology promotion; leasing of mechanical equipment; conference and exhibition services; organizing cultural and art exchange activities; information technology consulting services; business management consulting; car sales; used car brokerage; wholesale of auto parts; sales of new energy vehicles; sales of automobile accessories. (Except for projects subject to approval by law, independently carry out business activities based on the business license.)

**Licensed Projects:** Urban distribution and transportation services (excluding hazardous goods). (For projects subject to approval by law, business activities can only be carried out after approval by the relevant departments, with specific business projects subject to the approval documents or permits of the relevant departments.) (Investment in fields prohibited by the "Foreign Investment Access Negative List" is not allowed.)

Warehousing (excluding port areas), technical inspection, loading, unloading, packaging of automobiles and parts, and related services; reclaimed water car washing; logistics consulting; business consulting; business management consulting; marketing planning; domestic freight forwarding; commission agency (excluding auctions). (For projects subject to approval by law, business activities can only be carried out after approval by the relevant departments.) (Investment in fields prohibited by the "Foreign Investment Access Negative List" is not allowed.).

### 第三章 公司设立方式

#### Chapter III Method of establishment of Company

**第十三条 公司设立方式：发起设立。发起人姓名如下：**

**Article 13** Method of establishment of Company: promotion name of the promoters are as follows:

1、刘明立，中国公民，住所：北京市朝阳区安华里三区 10 号楼 1003 号，持有公司 940 万股，以人民币现金出资，已缴纳。

1. Mr. Liu Mingli, citizen of the PRC, Address: No. 1003, Building 10, 3rd District, AnHuaLi, Chaoyang District, Beijing, holds 9,400,000 shares of Company by RMB cash. Investment money has been paid.

2、孙远飞，中国公民，住所：北京市东城区和平里六区 1 号楼 1306 室，持有公司 940 万股，以人民币现金出资，已缴纳。

2. Mr. Sun Yuanfei, citizen of the PRC, Address: Room 1306, Building 1, 6th District, HePingLi, Dongcheng District, Beijing, holds 9,400,000 shares of Company by RMB cash. Investment money has been paid.

3、徐绍宇，中国公民，住所：北京市海淀区蓟门里北平房 5 排 1 号，持有公司 120 万股，以人民币现金出资，已缴纳。

3. Mr. Xu Shaoyu, citizen of the PRC, Address: Room 1, 5th Row, JiMenLi, Haidian District, Beijing, holds 1,200,000 shares of Company by RMB cash. Investment money has been paid.

## 第四章 股份

## Chapter IV Share

### 第一节 股份发行

### Section 1 Issuance of Shares

第十四条 公司的股份采取记名股票的形式。

**Article 14** Share of Company take the form of inscribed stocks.

第十五条 公司发行的所有股份均为普通股。

**Article 15** All shares issued by Company are common shares.

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。

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

**Article 16** Issuance of shares shall base on principles of open, fair and just; shares of the same kind shall have the equal right.

The issuing conditions and price of shares of the same type at the same time shall be equal; any share subscribed by anyone shall be paid at the same price.

第十七条 公司发行的股票，以人民币标明面值，每股面值相等。

**Article 17** The Share issued by Company shall have its value marked by RMB. Every Share has the same nominal value.

**第十八条** 公司应当制作股东名册并置备于公司。股东名册应当记载下列事项：

**Article 18** The company shall prepare a register of shareholders and keep it at the company, which shall state the following:

(一) 股东的姓名或者名称及住所；

(1) The name and domicile of each shareholder;

(二) 各股东所持股份数；

(2) The number of shares held by each shareholder;

(三) 各股东取得股份的日期。

(3) The date on which each shareholder acquired his/her shares.

**第十九条** 公司设立时向全体股东发行的普通股总数为 2,000 万股，每股面值人民币 1 元，股本总额人民币 2,000 万元。发起人的姓名（名称）、认购的股份数、出资方式和出资时间如下：

**Article 19** Company, when it was set up, issued to all shareholders 20 million ordinary shares, par value of RMB 1 per share, the total share capital of RMB 20,000,000. Promotion's name, the number of shares, form of investment and capital are as follows:

发起人姓名或名称	认缴情况			设立（截止变更登记申请日）时实际缴付			分期缴付		
	认购的股份数	出资方式	出资时间	认购的股份数	出资时间	出资方式	认购的股份数	出资时间	出资方式
刘明立	940万股	货币		940万股		货币	940万股		货币
孙远飞	940万股	货币		940万股		货币	940万股		货币
徐绍宇	120万股	货币	2010年12月	120万股	2010年12月	货币	120万股	2010年12月	货币
合计	2,000万股	均为货币出资		2,000万股		均为货币出资	2,000万股		均为货币出资

Promotion's name	Subscribed case			Set(change of registration deadline date of application) is actually paid			Installments		
	Number of shares	Forms of investment	Time of investment	number of purchased shares	Time of investment	forms of investment	number of purchased shares	Time of investment	forms of investment
Mr. Liu Mingli	9,400,000	cash	December 2010	9,400,000	December 2010	cash	9,400,000	December 2010	cash
Mr. Sun Yuanfei	9,400,000	cash		9,400,000		cash	9,400,000		cash
Mr. Xu Shaoyu	1,200,000	cash		1,200,000		cash	1,200,000		cash
<b>Total</b>	<b>20,000,000</b>	<b>cash</b>		<b>20,000,000</b>		<b>cash</b>	<b>20,000,000</b>		<b>cash</b>

公司目前向全体股东发行的普通股总数为 4,300 万股，每股面值人民币 1 元，股本总额人民币 4,300 万元。

So far, the Company has issued 43 million ordinary shares, with per value of RMB 1 per share, to all shareholders. The total amount of share capital is RMB 43 million.

公司现有股东如下：

Existing shareholders of Company are as follows:

1、刘明立，中国公民，住所：北京市朝阳区安华里三区 10 号楼 1003 号，持有公司 940 万股，占股份总额的 21.86%，以人民币现金出资，已缴纳。

1.Liu Mingli, citizen of the PRC,Address: No. 1003, Building 10, 3rd District, AnHuaLi, Chaoyan District, Beijing, holds 9,400,000 shares of Company by RMB cash (accounting for 21.86 percent of the total shares issued by Company). Investment money has been paid.

2、孙远飞，中国公民，住所：北京市东城区和平里六区 1 号楼 1306 室，持有公司 940 万股，占股份总额的 21.86%，以人民币现金出资，已缴纳。

2.Sun Yuanfei, citizen of the PRC, Address: Room 1306, Building 1, 6th District, HePingLi, Dongcheng District, Beijing, holds 9,400,000 shares of Company by RMB cash (accounting for 21.86 percent of the total shares issued by Company). Investment money has been paid.

3、徐绍宇，中国公民，住所：北京市海淀区蓟门里北平房 5 排 1 号，持有公司 120 万股，占股份总额的 2.8%，以人民币现金出资，已缴纳。

3.Mr. XuShaoyu, citizen of the PRC, Address: Room 1, 5th Row, JiMenLi, Haidian District, Beijing, holds 1,200,000 shares of Company by RMB cash(accounting for 2.8 percent of the total shares issued by Company). Investment money has been paid.

4、EUKOR Car Carriers Inc., 在韩国注册的企业，住所地：首尔江南区驿三洞凯德大厦 736-1 室，法定代表人：Craig Louis 先生，职务：董事长，国籍：挪威，持有公司 600 万股，占股份总额的 13.95%，以美元现汇方式出资，已缴纳。

4.EUKOR Car Carriers Inc., Company registered in South Korea, Registered Office Address: Capital Tower, 736-1, Yeoksam-dong,

Gangnam-gu, Seoul, Legal Representative: Mr. Sjur Galtung, Title: Chairman of the board of directors, Nationality: Norwegian, holds 6,000,000 shares of Company by dollar cash (accounting for 13.95 percent of the total shares issued by Company). Investment money has been paid.

5、悦达供应链管理江苏有限公司，住所：大丰市港区海港新城区（海关办事处内），法定代表人：邵勇；持有公司 1,300 万股，占股份总额的 30.23%，以价值 6,216.16 万元的股权及/或人民币现金方式出资，在依法取得商务主管部门批准后，用以出资的股权办理工商变更登记，或将用于出资的现金一次性缴付。

5.YueDa Supply Chain Management Jiangsu Co., Ltd, registered in Customs Office in Harbor District Dafeng City, legal representative: ShaoYong; holds 13, 000,000 shares of Company with equity valued RMB 62,161,600 and/or equivalent RMB cash contribution (accounting for 30.23 percent of the total shares issued by Company). After obtainment of approval from commercial department in accordance with the law, the registration will be changed in light of the equity transference or the investment money will be paid at one time.”

6、西藏华晟投资中心（有限合伙），主要经营场所：拉萨市达牧工业园区，执行事务合伙人：刘明立；持有公司 400 万股，占股份总额的 9.3%，以人民币现金出资。

6.Tibet Huasheng Investment Center(Limited Partnership), with principle business premise in Damu Industry Zone, Lhasa and Liu Mingli as executive partner, holds 4,000,000 shares of Company, accounting for 9.3 percent of the

total shares issued by Company. Investment money is paid in RMB currency.

**第二十条** 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 20** Company or its subsidiaries (including its subsidiary enterprises) shall not, by such means as donation, advancement, guarantee, compensation or loan, provide any sponsor to the buyer or potential buyer of shares of Company.

**第二十一条** 根据市场变化和公司业务发展的需要，公司可调整经营范围和方式。调整经营范围和方式应修改公司章程并经公司登记机关变更登记，如调整的经营范围属于中国法律、法规限制的项目，应当依法经过批准。

**Article 21** According to market changes and business development requirements, Company may adjust the scope and methods. AOA shall be amended and registered by Company registration authority when adjust scope and method of operation. In the case adjusted business scope belongs to restricted items under Chinese laws and regulations, such adjusted business scope shall be approved.

## 第二节 股份增减和回购

### Section 2 Share Increase, Reduction and Buyback

**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，经股东会分别作出决议，可以采用下列方式增加注册资本：

**Article 22** Company may, in accordance with the operation and development as well as laws and rules, adopt the following means to increase capital provided that the resolution has been made by the Shareholders' Assembly:

- (一) 向社会公众发行股份;
  - (1) Issuing shares publicly;
  - (二) 非公开发行股份;
  - (2) Issuing shares Secretly;
  - (三) 向现有股东配售股份;
  - (3) Shares to the current shareholder;
  - (四) 向现有股东派送红股;
  - (4) Offering bonus shares to the current shareholder;
  - (五) 以公积金转增股本;
  - (5) Transferring and increasing capital shares by accumulation fund;
  - (六) 法律、行政法规规定以及国务院证券主管部门批准的其他方式。
  - (6) Laws and rules as well as other means approved by China Securities Regulatory Commission

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

Company may decrease registered capital. The reduction of registered capital shall be handled in accordance with Company Law and other relevant provisions and procedures prescribed in the AOA.

**第二十三条** 公司增加、减少注册资本，均应依法先取得商务主管部门批准后施行。

**Article 23** The increase, reduction of the registered capital of Company shall only be executed after approved by commercial authority.

**第二十四条** 公司不得收购本公司股份，但是公司在下列情况下，经公司章程规定的程序通过，并报国家有关主管机构批准后，可以购回本公司的股票：

**Article 24** Shares of Company may be purchased in accordance with law, administrative rules, regulation, and provisions of the AOA under the following circumstances:

(一) 减少公司注册资本；  
(1) Reduction of Company's registered capital;  
(二) 与持有本公司股份的其他公司合并；  
(2) Merging with other companies holding shares of Company;  
(三) 将股份奖励给本公司职工；  
(3) Awarding shares to the staff of Company;  
(四) 股东因对股东会作出的公司合并、分立决议持异议，要求公司收购其股份的。

(4) Where the shareholders raise objection upon the resolution concerning merger and separation made by Company and demand Company withdraw its shares.

(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 utilize the shares for the conversion of corporate bonds issued by the company that are convertible into shares.

**第二十五条** 公司因本章程第二十四条第一项、第二项规定的情形收购本公司股份的，应当经股东会决议；公司因前款第三项、第五项、

第六项规定的情形收购本公司股份的，可以按照公司章程或者股东会的授权，经三分之二以上董事出席的董事会会议决议。

公司依照第二十四条规定收购本公司股份后，属于第（一）项情形的，应当自收购之日起 10 日内注销；属于第二项、第四项情形的，应当在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数的百分之十，并应当在三年内转让或者注销。

**Article 25** Where shares of Company is purchased for the reasons arising from Item (1) and Item (2) in Article 24 of the AOA, it shall be decided by shareholders resolution.

Where the Company acquires its own shares under the circumstances specified in Items (3), (5), or (6) of the preceding paragraph, such acquisition may be resolved by a meeting of the Board of Directors attended by more than two-thirds of the directors, pursuant to an authorization granted by the AOA or a shareholders' meeting.

Where shares of the company are purchased in accordance with Item (1) Article 24, its shall be canceled as of ten days upon its purchase; where shares of the company are purchased in accordance with Item (2) or Item (4) in Article 24, it shall be transferred or canceled within six months upon its purchase. where shares of the company is purchased in accordance with Item (3), Item (5) or Item (6) in Article 24, the total number of treasury shares held by the Company shall not exceed ten percent (10%) of the total issued share capital of the Company, and such shares shall be transferred or cancelled within three years.

### 第三节 股份转让

### Section 3 Transfer of Shares

**第二十六条** 公司的股份可以依照法律和股东协议的规定转让。

**Article 26** Shares of the company may be transferred base on law and the Shareholders' Agreement.

**第二十七条** 公司不接受本公司的股票作为质押权的标的。

**Article 27** The object as the pledge of Company's shares shall not be accepted by other companies

**第二十八条** 发起人持有的公司股份，自公司成立之日起一年内不得转让。

**Article 28** Shares of the company held by the sponsor shall not be transferred within one year as of the date of the company's establishment.

**第二十九条** 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，在就任时确定的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；在其离职后半年内不得转让其所持有的本公司的股份。

**Article 29** Directors, supervisors, and senior management personnel of the Company shall report their shareholdings in the Company and any changes therein to the Company. During their term of office, as determined at the time of assumption, the number of shares they may transfer annually shall not exceed twenty-five percent (25%) of the total shares of the Company held by them. They shall not transfer the shares of the Company held by them within six months after their resignation.

## 第五章 股东和股东会

### Chapter V Shareholder and Shareholders' Assembly

#### 第一节 股东

##### Section 1 Shareholder

**第三十条** 公司股东为依法持有公司股份的人。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 30** Company Shareholder is held by shareholders who shall. The shareholder shall enjoy rights and bear responsibilities in line with the volume of its shareholding; the shareholders with the same kind of shares shall enjoy equal rights and bear same obligations.

第三十一条 股东名册是证明股东持有公司股份的充分证据。

**Article 31** Shares ledger serves sufficient evidence of the shareholding.

第三十二条 公司召开股东会、分配股利、清算及从事其他需要确认股权的行为时，由董事会决定在册股东为公司股东。

**Article 32** In case of Shareholders' Assembly, shares dividend distribution, liquidation and the such acts as the identification of the shareholders needing certification, the convener of the board of directors shall be responsible for deciding the date of record.

第三十三条 公司股东享有下列权利：

**Article 33** Shareholders of Company are entitled to the following rights:

- (一) 依照其所持有的股份份额获得股利和其他形式的利益分配；
- (1) Dividend or other forms of interest distribution in accordance with their shares;
- (二) 参加或者委派股东代理人参加股东会议；
- (2) Attending or entrusting shareholders agent to attend the Shareholders' Assembly;
- (三) 依照其所持有的股份份额行使表决权；
- (3) performing the relevant voting power;
- (四) 对公司的经营提出建议或者质询；
- (4) Supervising the performance of company, raising proposal or inquiry;
- (五) 依照法律、行政法规及公司章程的规定转让、赠与或质押其所持有的股份；
- (5) Transferring, donating or pledging its shareholding in accordance with laws, administrative rules and the provisions hereof;
- (六) 查阅公司章程、股东名册、股东会会议记录、董事会会议决议、监事会会议决议、财务会计报告；
- (6) Consulting the AOA, shares ledger, counterfoil of the debenture; record of Shareholders' Assembly Meeting, resolution of the board of directors, resolution of the board of supervisors, financial statement;

(七) 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；

(7) Participating in the residual property of the company in accordance with their shares in occasion of the company's termination or liquidation;

(八) 法律、行政法规所赋予的其他权利。

(8) Other rights prescribed in laws, administrative rules, regulations and the provisions hereof.

(九) 股东提出查阅前条第(六)项所述资料的，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。

(9) Any shareholder is attending to reviewing the documents specified in the above provision (6), shall provide written documents proving the type and number of shares; after verifying the identity of shareholder, the Company will provide the documents according to the shareholder's requirement.

**第三十四条** 股东会、董事会的决议内容违反法律、行政法规的无效。股东有权请求人民法院认定无效。

股东会、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。但是，股东会、董事会的会议召集程序或者表决方式仅有轻微瑕疵，对决议未产生实质影响的除外。

股东会、董事会决议被人民法院宣告无效、撤销或者确认不成立的，公司应当向公司登记机关申请撤销根据该决议已办理的登记。

**Article 34** Resolutions of the shareholders' meeting or the board of directors that violate laws or administrative regulations shall be void. Shareholders have the right to petition the People's Court for confirmation of invalidity.

Where the resolutions of the Shareholders' Assembly and board of directors violate laws and administrative rules, the shareholders are entitled to demanding the people's court to revoke the resolution within 60 days as of date of its making. However, this shall not apply if the minor defects in the convening procedures or voting methods have no substantial impact on the resolution.

If a resolution of the shareholders' meeting or the board of directors is declared void, revoked, or confirmed to be non-existent by the People's Court, the company shall apply to the company registration authority to cancel the registration completed based on such resolution.

### 第三十五条 公司股东承担下列义务:

**Article 35** Shareholders of Company shall bear the following obligations:

- (一) 依其所认购的股份按期缴纳出资;  
(1) Paying capital in accordance with its purchased share;
- (二) 应当遵守法律、行政法规和公司章程,依法行使股东权利;  
(2) Observing law, administrative rules and the AOA, not abusing the shareholder's right to infringe the interest of the company or other shareholders;
- (三) 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;  
(3) Not abusing the independent position of the legal person of the company to impair the interest of the creditor of the company;
- (四) 法律、行政法规及公司章程规定应当承担的其他义务。  
(4) Other obligations that shall be born as prescribed in laws, administrative rules and the provisions.
- (五) 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。  
(5) Any shareholder of the company that has caused any loss to the company or to other shareholders by abusing shareholder's rights shall be liable for compensation in accordance with the law.

Where any shareholder of the company evades debts by abusing the independent legal person status of the company or by abusing the shareholder's limited liabilities, thereby gravely prejudicing the interests of the creditors of the company, the shareholder shall be jointly and severally liable for the debts of the company.

**第三十六条** 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，应当自该事实发生之日起三个工作日内，向公司作出书面报告。

**Article 36** The shareholders with more than 5% of the voting shares of the company pledges its shareholding, they shall submit a report in written form to Company upon its occurrence.

**第三十七条** 公司的控股股东及实际控制人、关联方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。

公司控股股东及实际控制人、关联方对公司和公司社会公众股股东负有诚信义务，应严格依法行使出资人的权利，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及其它股东的合法权益，不得利用其控制地位损害公司和其他股东的利益。

**Article 37** The controlling shareholders, and the actual shareholding controllers and related parties shall not abuse their correlative relationship to cause damage to the company. Otherwise, they shall honor their indemnity obligations. The controlling shareholders, actual shareholding controllers and related parties have duty of good faith to the company and shall exercise rights of contributor in accordance with the laws. The parties mentioned above shall not cause any loss to the lawful rights of the company and other shareholders by profit distribution, asset restructure, external investment, capital occupation, loan guarantee and other similar ways; shall not abuse their controlling position in the company to damage the interests of the company and other shareholders.

**第三十八条** 本章程所称“控股股东”是指其持有的股份占股份有限公司股本总额超过百分之五十的股东；出资额或者持有股份的比例虽然低于百分之五十，但依其出资额或者持有的股份所享有的表决权已足以对股东会的决议产生重大影响的股东：

**Article 38** “Controlling Shareholder” in this AOA refers to the shareholders whose share proportion has reached 50% of the company; A shareholder whose capital contribution or shareholding percentage is less than fifty percent (50%), but whose voting rights, based on such contribution

or shares held, are deemed to be sufficient to exert a significant influence on the resolutions of the shareholders' meeting:

(一) 此人单独或者与他人一致行动时, 可以选出半数以上的董事;

(1) This person, acting alone or with others, may elect more than half of the directors;

(二) 此人单独或者与他人一致行动时, 可以行使公司百分之三十以上的表决权或者可以控制公司百分之三十以上表决权的行使;

(2) This person, acting alone or with others, may exercise more than thirty percent of the voting rights of Company, or control more than thirty percent of the company's voting rights;

(三) 此人单独或者与他人一致行动时, 持有公司百分之三十以上的股份;

(3) This person, acting alone or with others, holds more than thirty percent of Company's shares;

(四) 此人单独或者与他人一致行动时, 可以以其它方式在事实上控制公司。

本条所称“一致行动”是指两个或者两个以上的人以协议的方式(不论口头或者书面)达成一致, 通过其中任何一人取得对公司的投票权, 以达到或者巩固控制公司的目的的行为。

(4) This person, acting alone or with others, may control the Company in other ways in fact.

The term “acting” in this clause refers to two or more persons by agreement of the way (whether oral or written) agreement, made by any of them on the Company's voting rights, in order to achieve or consolidate control of the Company's purpose.

本章程所称“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。

“Actual Controller” in this AOA shall refer to a person who is not a shareholder of a company but who is able to actually control the acts of the company through investment relations, agreements or other arrangement.

本章程所称“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。

“Affiliation” shall refer to the relationship between a controlling shareholder, actual controller, director, supervisor or senior management person of a company with an enterprise under the direct or indirect control thereof, or any other relationship that may lead to the transfer of the interests of the company.

## 第二节 股东会

### Section 2 Shareholders' Assembly

**第三十九条** 股东会是公司的权力机构，依法行使下列职权：

**Article 39** the Shareholders' Assembly constitutes the organ of power of the company, exercising the following authorities:

- (一) 决定公司经营方针和投资计划；  
(1) Deciding the business guidance and investment plan of the company;
- (二) 选举和更换董事、监事，决定有关董事、监事的报酬事项；  
(2) Electing and removing directors and supervisors, and to determine matters pertaining to their compensation;
- (三) 选举和更换由股东代表出任的监事，决定有关监事的报酬事项；  
(3) Electing and replacing the directors and supervisors assumed by representatives of the employees and deciding the matters relating to their salaries and compensations;
- (四) 审议批准董事会的报告；  
(4) Examining and approving the report from the board of directors;
- (五) 审议批准监事会的报告；  
(5) Examining and approving the report from the board of supervisors;
- (六) 审议批准公司的年度财务预算方案、决算方案；  
(6) Examining and approving the annual financial budget plans and final settlement plans;
- (七) 审议批准公司的利润分配方案和弥补亏损方案；  
(7) Examining and approving the profit allocation plans and plans to cover company losses;
- (八) 对公司增加或者减少注册资本作出决议；

(8) Adopting resolutions relating to increase or reduction of Company's registered capital;

(九) 对发行公司债券作出决议;

(9) Adopting resolutions relating to increase or reduction of Company's registered capital;

(十) 对公司合并、分立、变更公司形式、解散和清算等事项作出决议;

(10) Adopting resolutions relating to merger, division, change of corporate form, dissolution and liquidation of Company;

(十一) 修改公司章程;

(11) Revising the AOA;

(十二) 对公司聘用、解聘会计师事务所作出决议;

(12) Making decision upon the employment and dismissal of certified public accountant office;

(十三) 公司章程规定的董事会、总经理职权以外的其他须由股东会决定的事项;

(13) Other functions Board of Directors, General Manager of authority by shareholders other than the matters decided by the Shareholders' Assembly as specified in the AOA;

(十四) 就金额超过 5,000 万元人民币的贷款、合资或重要合作安排作出决议;

(14) Making resolutions about any loan, joint venture or material cooperation arrangements with a value exceeding RMB 50,000,000;

(十五) 审议法律、法规规定的应当由股东会决定的其他事项。

(15) Examining other proceedings prescribed in laws, administrative rules that shall be decided by the Shareholders' Assembly.

**第四十条** 股东会分为年度股东会和临时股东会。年度股东会每年召开一次，并应于上一个会计年度完结之后的三个月之内举行。

**Article 40** The Shareholders' Assembly falls into annual Shareholders' Assembly and interim Shareholders' Assembly. The annual Shareholders' Assembly shall be held once every year, within 3 months after the conclusion of the preceding fiscal year.

第四十一条 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会：

**Article 41** The interim Shareholders' Assembly shall be held within two months when one of the following circumstances occurs:

(一) 董事人数不足《公司法》规定人数或者公司章程所定人数的三分之二时；

(1) When the number of directors falls below the quorum stipulated by the Company Law or falls below two-thirds of the number required by the company's AOA;

(二) 公司未弥补的亏损达实收股本总额的三分之一时；

(2) The company's losses which are not covered have reached one-third of the total amount of the share 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) Request from Shareholders holding at least 10 percent of the company's shares;

(四) 董事会认为必要时；

(4) The board of directors deems it necessary;

(五) 监事会提议召开时；

(5) The board of directors proposes the convening of the conference;

(六) 公司章程规定的其他情形。

(6) Other circumstances prescribed in the AOA.

前述第（三）项持股股数按股东提出书面要求日计算。

The foregoing paragraph (3) the number of shares owned by shareholders upon written request days.

第四十二条 股东会只对通知中列明的事项作出决议。

**Article 42** Notice of the Shareholders' Assembly Meeting only made matters set out in resolution

第四十三条 股东会会议由董事会召集，董事长主持；董事长不能履行职务或者不履行职务的，由副董事长履行职务（公司有两位副董事长的，由过半数董事共同推举的副董事长履行职务）；副董事长不能履行职务或者不履行职务的，由过半数的董事共同推举一名董事履行职务。

董事会不能履行或者不履行召集股东会会议职责的，监事会应当及时召集和主持；监事会不召集和主持的，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。

单独或者合计持有公司百分之十以上股份的股东请求召开临时股东会会议的，董事会、监事会应当在收到请求之日起十日内作出是否召开临时股东会会议的决定，并书面答复股东。

**Article 43** A session of Shareholders' Assembly Meeting shall be convened by the board of directors and shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the vice chairman shall perform such duties (if the company has two vice chairmen, the vice chairman nominated by more than half of all directors shall perform the duties). If the vice chairman is unable or fails to perform their duties, a director nominated by more than half of all directors shall perform the duties.

If the Board of Directors or the acting director is unable or fails to fulfill the obligation of convening the meetings of the Shareholders' Assembly Meeting, the board of supervisors shall convene and preside over such meetings. If the board of supervisors does not convene or preside over such meetings, the shareholders separately or aggregately holding 1/10 or more of the shares may convene and preside over such meetings on their own initiative.

Where a shareholder or shareholders solely or jointly holding ten percent (10%) or more of the company's shares request the convening of an interim shareholders' meeting, the board of directors or the board of supervisors shall, within ten (10) days upon receipt of such request, decide whether to convene the interim shareholders' meeting and provide a written response to the requesting shareholder(s).

**第四十四条** 公司召开年度股东会，董事会应当在会议召开二十日以前通知登记在册的公司股东，临时股东会应当于会议召开十五日前通知各股东。

**Article 44** The convener shall notify all the shareholders 20 days before the convention of the annual shareholders conference, the interim shareholders conference shall notify all the shareholders 15 days before its convention.

**第四十五条** 股东会议的通知包括以下内容：

**Article 45** The notice of the Shareholders' Assembly shall include the following contents:

- (一) 会议的日期、地点和会议期限；  
(1) Time, place and time limit of the conference;
- (二) 提交会议审议的事项；  
(2) The proceedings and resolutions submitted to the conference for its examination and approval;
- (三) 以明显的文字说明：全体股东均有权出席股东会，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) Emphasizing with striking words: all the shareholders have the right to attend the Shareholders' Assembly and may entrust their agents to attend the conference and participate in its voting, the shareholder's agent may not necessarily be the shareholders hereof.
- (四) 投票代理委托书的送达时间和地点；  
(4) Time and place of the vote proxy statement been serviced;
- (五) 会务常设联系人姓名，电话号码；  
(5) Name and telephone number of the permanent associated person;
- (六) 确定股权登记日，股权登记日与会议日期之间的间隔不得多于7个交易日，且应当晚于公告的披露时间。股权登记日一旦确定，不得变更。  
(6) Confirm the date of register of shareholders, the interval between the date of register of shareholders and date of conference shall not be more than seven trading days and shall be later than the disclosure of proclamation. Once the date of register of shareholders is confirmed, it cannot be modified.

**第四十六条** 股东可以亲自出席股东会，也可以委托代理人代为出席和表决。

股东应当以书面形式委托代理人，由委托人签署或者由其以书面形式委托的代理人签署；委托人为法人的，应当加盖法人印章或者由其正式委任的代理人签署。

**Article 46** The shareholders may either attend the shareholders conference of their own, or entrust their agent to attend the conference and made the relevant resolution.

Shareholders shall be in writing agent, signed by the client or by the commission in writing signed by an agent. Where the consigner is the institutional shareholders, it shall be sealed by the consigner.

**第四十七条** 个人股东亲自出席会议的，应出示本人身份证；委托代理他人出席会议的，应出示本人身份证、代理委托书。

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委托书。

**Article 47** Where the individual shareholder attends the Shareholders' Assembly, it shall present its identification card other valid certificate of its identification and share account card; where the individual shareholders entrust its agent to attend the conference, it shall present its valid certificate of its identification, the proxy statement issued by the shareholder.

The legal shareholder shall entrust its lawful representative or other agent entrusted by the shareholder to attend the conference. Where the lawful representative attends the conference, it shall present the identification card, valid certificate of its identification; where the agent is entrusted to attend the conference, the agent shall present the identification card of its own, the proxy statement lawfully issued by the legal representative hereof.

**第四十八条** 股东出具的委托他人出席股东会的授权委托书应当载明下列内容：

**Article 48** The proxy statement issued by the shareholder where the shareholders entrust their agent to attend the Shareholders' Assembly shall contain the following items

(一) 代理人的姓名；

(1) Name of the agent;

(二) 是否具有表决权；

(2) Whether it has the voting right;

(三) 分别对列入股东会议程的每一审议事项投赞成、反对或弃权票的指示；

(3) Indication of approval, opposition or abstention vote upon every scheduled vote listed in the shareholders conference;

(四) 对可能纳入股东会议程的临时提案是否有表决权，如果有表决权应行使何种表决权的具体指示；

(4) For possible inclusion in the provisional agenda of the Shareholders' Assembly the proposal have the right to vote, what if the voting right to vote should exercise specific instructions.

(五) 委托书签发日期和有效期限；

(5) The date of issuance and term of validity of the proxy;

(六) 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。

(6) Autograph (or seal) of the consigner. Where the consigner is the institutional shareholders, it shall be sealed by the consigner.

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。

The proxy statement shall clarify whether the shareholder agent may act of its own will without the specific instruction from the shareholder.

**第四十九条** 投票代理委托书至少应当在有关会议召开前备置于公司住所，或者召集会议的通知中指定的其他地方。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 49** The vote proxy statement shall be placed in the domicile of the company or at other place prescribed in the notice of the conference convention. Where the proxy statement is signed by the person entrusted by the consigner, the signature of the authorized proxy statement or other authorized documents shall be notarized. The proxy statement with notarization or other authorized documents as well as the vote proxy statement shall be placed in the domicile of the company or at other place prescribed in the notice of the conference convention.

**第五十条** 出席会议人员的签名册由公司负责制作。签名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 50** The register of the conference attendant shall be made by the company. The register shall record expressly such proceedings as the name of the attendant, (or name of the unit) Identification Card number, domicile address, shares held by authorized to be decided by the representative, name of the principal (or unit).

**第五十一条** 监事会或者股东要求召集临时股东会的，应当按照下列程序办理：

**Article 51** In the case Board of Supervisors or shareholders requires to convene the interim Shareholders' Assembly the following procedures shall be followed:

（一）签署一份或者数份同样格式内容的书面要求，提请董事会召集临时股东会，并阐明会议议题和内容完整的提案。提议股东和监事会应当保证提案内容符合法律、法规和公司章程的规定；

（1）Sign one copy or a few copies of the same format request in writing, submitted to the Board of Directors to convene the interim Shareholders' Assembly, and clarify the content of the meeting agenda and complete proposal. Shareholders and the Board of Supervisors should ensure that the content of the proposal consistent with laws, regulations and provisions of the AOA;

（二）董事会在收到书面提议后应当在十日内发出召开股东会的通知；

（2）After receiving the written proposal Board of Directors should issue the notice of the interim Shareholders' Assembly within 10 working days;

（三）对于提议股东要求召开股东会的书面提案，董事会应当依据法律、法规和公司章程决定是否召开股东会，董事会决议应当在收到前述书面提议后十日反馈给提议股东；

（3）For the written proposal which shareholders requires to convene the interim Shareholders' Assembly the Board of Directors shall decide whether to hold a interim shareholder meeting in accordance with the provisions in laws, administrative rules and the AOA. After receive aforesaid proposal,

resolution of the Board of Directors shall be rendered to the shareholders conference within 10 days;

(四) 董事会作出同意召开股东会决定的，应当发出召开股东会的通知，通知中对原提案的变更应征得提议股东的同意；通知发出后，董事会不得在再提出新的提案，未征得提议股东的同意也不得再对股东会召开的时间进行变更或推迟；

(4) Once the Board of Directors agreed to convene the interim Shareholders' Assembly, the Board of Directors shall issue a notice of holding the Shareholders' Assembly. Changes of the original proposal shall get consent of the proposed shareholders. After notification the Board of Directors shall not advance the new proposal and change or delay the time of the Shareholders' Assembly without consent of the proposed shareholders;

(五) 董事会认为提议股东的提案违反法律、法规和公司章程的规定，应当作出不同意召开股东会的决定，并将决定反馈意见通知提议股东；提议股东可在收到通知之日起十五日内决定放弃召开临时股东会，或者要求监事会召集和主持股东会；

(5) If the Board of Directors considers the proposals violate of laws, regulations and the AOA, the Board of Directors do not agree to make the decision of holding the Shareholders' Assembly and inform shareholders resolution of the Board of Directors; Proposed that the shareholders may receive a notification within fifteen days from the date of extraordinary general meeting decided to give up, or ask general meeting of shareholders convened and chaired the board of supervisors.

(六) 监事会同意召开的，应当在收到提议后5日内发出召开股东会的通知；未在规定期限内发出通知的，视为监事会不召集和主持股东会，连续90日以上单独或者合计持有公司10%以上股份的股东可以自行召集临时股东会并主持。在股东会决议公告之前，召集股东会的股东合计持股比例不得低于10%。

监事会或者股东依法自行召集股东会的，公司董事会、信息披露事务负责人应当予以配合，并及时履行信息披露义务。

(6) Once the Board of Supervisors agreed to convene the interim Shareholders' Assembly, the Board of Supervisors shall issue a notice of holding the Shareholders' Assembly within 5 days upon receiving the proposal. Failure to issue notice within the stated period is regarding as the

Board of Supervisors will not convene or chair the Shareholders' Assembly, and shareholders holding more than 10% of shares individually or in total for more than 90 consecutive days may convene and chair the Shareholders' Assembly by themselves. The total shares held by shareholders who convened the Shareholders' Assembly should not be less than 10% before resolutions of Shareholders' Assembly are proclaimed.

When Board of Supervisors and shareholders convening Shareholders' Assembly by law, Board of Directors and information disclosure person in charge should corporate and carry out information disclosure obligations promptly.

(七) 提议股东决定自行召开临时股东会的，应当书面通知董事会，发出召开临时股东会的通知，通知中不得增加新的提案内容，否则提议股东应按上述程序重新向董事会提出召开股东会的请求，临时股东会的地点应当为公司所在地；

(7) Proposed that the shareholders have decided to convene a provisional shareholders meeting, it shall notify the Board in writing, issue a notice convening the Shareholders' Assembly. Notice shall not add new content of the proposal, otherwise the above procedure should be re-proposed to shareholders to convene a shareholder meeting the Board's request, the location of the EGM shall be for the Company location.

(八) 监事会或者股东因董事会未应前述要求举行会议而自行召集并举行会议的，董事会及董事会秘书应切实履行职责。

(8) Supervisory board of directors or shareholders for not meeting the foregoing requirements shall be convened and held their own meeting, the Board and the Board Secretary to shall perform their duties.

**第五十二条** 股东会召开的会议通知发出后，除有不可抗力或者其他意外事件等原因，无正当理由不得延期或者取消，股东会通知中列明的提案不得取消。确需延期或者取消的，公司应当在股东会原定召开日前至少2个交易日公告，并详细说明原因。

**Article 52** Once the notice of Shareholders' Assembly is issued, except for reasons of force majeure, other unforeseen events, etc., the Shareholders' Assembly cannot be delayed or cancelled without proper justification and the proposals listed in the notice cannot be cancelled. If it needs to be delayed or cancelled indeed, the company should make proclamation at least 2

trading days in advance of planned Shareholders' Assembly date and explain the reasons in details.

**第五十三条** 只有代表超过已发行股份总数50%以上的股东或其授权代理人参加，才构成有效股东会的法定人数。除非有足够法定人数出席该会议，否则股东会的召集或召开无效。

**Article 53** The shareholders or agent control more than 50% of the total volume of share in the Company shall constitute a valid quorum for Shareholders' Assembly. No Shareholders' Assembly shall be validly convened or constituted unless a quorum is present at such meeting.

### 第三节 股东会提案

#### Section 3 Proposal of Shareholders' Assembly

**第五十四条** 公司召开股东会，董事会、监事会以及单独或者合计持有公司百分之一以上股份的股东，有权向公司提出提案。单独或者合计持有公司百分之一以上股份的股东可以在股东会召开十日前提出临时提案并书面提交董事会。

**Article 54** In the Shareholders' Assembly, the Board of Directors, board of supervisors and independent or joint shareholders with more than 1% share of the company have the right to raise resolution to the company. the independent or joint shareholder with more than 1% share of the company may, prior to 10 days of the convention of the shareholders, raise interim resolution and submit it in written form to Board of Directors.

**第五十五条** 股东会提案应当符合下列条件：

**Article 55** Proposal of Shareholders' Assembly should meet the following conditions

- (一) 内容与法律、法规和章程的规定不相抵触；
  - (1) Content and laws, regulations and AOA do not contravene the provisions of;
  - (2) Responsibilities of the Shareholders' Assembly;
  - (3) 有明确认题和具体决议事项。

(3) Have clear and specific resolutions of issues.

**第五十六条** 公司董事会应当以公司和股东的最大利益为行为准则，按照本节第五十三条的规定对股东会提案进行审查。

**Article 56** Board of Directors and shareholders should be the best interests of the company code of conduct, in accordance with the provisions of Article 53 review the proposal on the Shareholders' Assembly.

**第五十七条** 董事会应当在收到临时提案后二日内通知其他股东，并将该临时提案提交股东会审议。除前款规定外，在发出股东会通知后，召集人不得修改或者增加新的提案。股东会不得对股东会通知中未列明或者不符合法律法规和公司章程规定的提案进行表决并作出决议。

**Article 57** Board of Directors shall, within 2 days after its acknowledgement, provisional proposals submitted to the Shareholders' Assembly. Except for the cases stated in the above articles, the convener should not modify or add new proposals. The Shareholders' Assembly should not vote or make resolutions on any proposals that are not indicated in the notice or do not comply with laws, regulations and the AOA.

**第五十八条** 董事会决定不将股东会提案列入会议议程的，应当在该次股东会上进行解释和说明。

**Article 58** The Board decided not to shareholders of the proposal in the agenda of the Shareholders' Assembly should be in that general meeting to interpretation and explanation.

**第五十九条** 提出提案的股东对董事会不将其提案列入股东会会议议程的决定持有异议的，可以按照本章程第五十条的规定程序要求召开临时股东会。

**Article 59** Shareholders to submit proposals to the Board the proposal does not include the decision of the agenda of Shareholders' Assembly Meeting dissenting, in accordance with the provisions of this Constitution procedural requirements Article 50 extraordinary Shareholders' Assembly.

## 第四节 股东会决议

### Section 4 Resolution of Shareholders' Assembly

**第六十条** 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。但是，公司持有的本公司股份没有表决权。

**Article 60** Shareholders (including agents) shall execute their voting rights by the amount of voting shares to which they represent, each share shall have one vote. However, the Company shall have no voting shares with the shares of the Company it holds.

**第六十一条** 股东会决议分为普通决议和特别决议。

股东会作出普通决议，应当由出席股东会的股东（包括股东代理人）所持表决权的过半数以上通过。

股东会作出特别决议，应当由出席股东会的股东（包括股东代理人）所持表决权的三分之二以上通过。

**Article 61** The Shareholders' Assembly falls into common resolution and special resolution.

The common resolution made by the shareholders conference requires at least half of the votes of the present shareholders (including the shareholders agent) who have the voting power.

The special resolution made in the shareholders conference requires at least 2/3 of the vote of the present shareholders (including the shareholders agent) who have the voting power.

**第六十二条** 下列事项由股东会以普通决议通过：

**Article 62** The following requires the approval of the shareholders conference by common resolution:

- (一) 董事会和监事会的工作报告；
  - (1) Work report of the board of directors and board of supervisors;
  - (2) 董事会和监事会成员的任免及其报酬和支付方法；
- (三) 公司年度报告；

(3) Annual report;

(四) 公司聘用、解聘会计师事务所;

(4) To appoint, dismiss accounting firms;

(五) 审议并决定对外提供担保事项;

(5) To provide security to consider and decide matters of foreign;

(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) Other proceedings except those shall be passed by special resolutions

means in accordance with provisions of laws, administrative rules or the AOA.

**第六十三条** 下列事项由股东会以特别决议通过:

**Article 63** The following shall be passed in the shareholders conference by means of special resolution:

(一) 董事会拟定的利润分配方案和弥补亏损方案;

(1) Profit distribution plans and plans to cover company losses drew up the board of directors;

(二) 公司年度预算方案、决算方案;

(2) Annual budget plan and final settlement plan;

(三) 公司增加或者减少注册资本;

(3) Increasing or decreasing registration capital of the company;

(四) 发行公司债券;

(4) Issuance of corporate bonds

(五) 公司的分立、合并、解散和清算;

(5) Division, merger, dissolution and settlement of the company;

(六) 公司章程的修改;

(6) Division, merger, dissolution and settlement of the company;

(七) 回购本公司股票;

(7) Issuance of corporate bonds;

(八) 变更公司组织形式;

(8) Change the company form of organization;

(九) 公司章程规定和股东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。

(9) The AOA and shareholders by ordinary resolution the General Assembly finds that the company would have a significant impact, requiring a special resolution of other matters.

**第六十四条** 在公司首次公开发行A股股票申报之前，第四十七三十九条（八）、（十）、（十一）及（十四）项规定的事项，需要有代表公司87.5%股份的股东赞成才能通过决议。”

**Article 64** Before Company apply for IPO, the resolution over matters stipulated in Article 47 (8), (10), (11) and (14), shall only be carried into effect when approved by shareholders hold over 87.5% of the shares of Company.

**第六十五条** 非经股东会以特别决议批准，公司不得与董事、总经理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 65** The Company shall not sign a contract with the person except the directors, managers and top management personnel covering the transfer of the important or even the whole business hereto without the special resolution approved by the Shareholders' Assembly.

**第六十六条** 董事、监事候选人名单以提案的方式提请股东会决议，内容应包括候选董事、监事的简历和基本情况。

**Article 66** Directors, supervisors a list of candidates submitted to the shareholders by way of the proposal the Shareholders' Assembly resolution, which shall include candidates for directors and supervisors, resume and basic information.

**第六十七条** 董事候选人名单应由董事会、监事会、持有或合并持有公司股份3%以上的股东向董事会推荐，推荐时应提供候选董事的简历和基本情况。

监事候选人是由职工代表出任的，其候选名单应由公司工会向监事会推荐；其他监事候选人名单由监事会、持有或合并持有公司股份3%以上的股东向监事会推荐。

**Article 67** List of candidates by the Board of Directors, Board of Supervisors, hold or jointly hold more than 3% of shares of the Company's board of directors recommended shareholders to recommend candidates for director should provide resume and basic information.

Supervisor candidates who are the representatives from trade unions, and its list of candidates recommended by the company unions to the Board of Supervisors; other supervisors a list of candidates by the Board of Supervisors, hold or jointly hold more than 3% of shares of the Company's shareholders to the board of supervisors recommended.

**第六十八条** 股东会选举董事、监事，实行累积投票制。本章程所称累积投票制，是指股东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。

**Article 68** The resolution concerning the election of directors and supervisors may, in accordance with the provisions of the AOA or the resolution in the shareholders conference, give effect to cumulative voting. The cumulative voting as stated in the preceding paragraph means that every share shall, on the occasion of electing directors or supervisors in the shareholders conference, have the same voting power with that of the candidate director or supervisor and the voting power possessed by the shareholder may be exercised uniformly. The board of directors shall announce the resume and basic information of the candidate directors and supervisors to the shareholders.

**第六十九条** 股东会采取记名方式投票表决。

**Article 69** Vote in the shareholders conference shall adopt open ballot.

**第七十条** 每一审议事项的表决投票，应当至少有两名股东代表和一名监事参加计票、监票，并由计票人代表当场公布表决结果。审议事项与股东有利害关系的，相关股东及代理人不得参加计票、监票。

**Article 70** Prior to the vote on the resolution, two shareholders shall be chosen to participate in vote calculation and vote supervision.

**第七十一条** 会议主持人根据表决结果决定股东会的决议是否通过，并应当在会上宣布表决结果。决议的表决结果载入会议记录。

**Article 71** Moderator decisions based on the results of shareholders meeting to vote whether to adopt the resolution, and shall declare the result at the meeting. Vote supervision and the announcement the voting result which shall be recorded in the conference record.

**第七十二条** 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算；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，会议主持人应当即时点票。

**Article 72** Where the host has any doubt upon the voting result, he/she may count the number of votes; where the host fails to do so and the present shareholder or shareholder agent challenge the voting result, they are authorized to require counting vote upon the announcement of the voting result and the host shall organize vote calculation immediately.

**第七十三条** 股东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。全体股东均为关联方的除外。

**Article 73** When the Shareholders' Assembly is deliberating the related transactions, the related shareholders shall not participate in the vote, and the number of its represented shares shall not be calculated in the total number of valid votes. Except for the cases when all shareholders are related.

关联股东在股东会表决时，应当自动回避并放弃表决权。主持会议的董事长应当要求关联股东回避；如董事长需要回避的，其他董事应当要求董事长及其他关联股东回避。无须回避的任何股东均有权要求关联股东回避。

Related shareholders vote at Shareholders' Assembly, and to abstain from voting should be automatically avoided. Chairman chaired the meeting, shareholders should be required to avoid association; If the chairman need to be avoided, chairman and other directors should be required to avoid another related shareholder. Need not to avoid any associated shareholders have the right to avoid the shareholders

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，可申请无须回避董事召开临时董事会会议作出决定。该决定为终局决定。

Been proposed to avoid the shareholders or other shareholders of related transactions, such as the qualitative and the resulting disclosure of interests at the meeting and avoid giving up the right to vote has any objection, can not evade the application for interim Board meeting held the directors make a decision. The decision is final.

**第七十四条** 除涉及公司商业秘密不能在股东会上公开外，董事会和监事会应当对股东的质询和建议作出答复或说明。

**Article 74** In addition to trade secrets involving the Company in Shareholders' Assembly cannot open, the board of directors and shareholders, board of supervisors shall respond to queries and suggestions, or instructions.

**第七十五条** 股东会应有会议记录。会议记录记载以下内容：

**Article 75** The Shareholders' Assembly shall be charged and have proceedings which record the following items:

- (一) 出席股东会的有表决权的股份数，占公司总股份的比例；
- (1) The shareholders total number of their holding shares and its proportion herein;
- (二) 召开会议的日期、地点；
- (2) Time, place;
- (三) 会议主持人姓名、会议议程；
- (3) Name of the presiding officer, the meeting agenda;
- (四) 各发言人对每个审议事项的发言要点；
- (4) Deliberation procedure, main point of the speech and statement;
- (五) 每一表决事项的表决结果；
- (5) Deliberation procedure voting result;
- (六) 股东的质询意见、建议及董事会、监事会的答复或说明等内容；
- (6) Inquiry opinion or proposal of the shareholders and the relevant reply or explanation;

(七) 股东会认为和公司章程规定应当载入会议记录的其他内容。

(8) Other items that shall be recorded in the provisions hereof and Shareholders' Assembly.

**第七十六条** 出席会议的董事、信息披露事务负责人、召集人或者其代表、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和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。股东会记录应以英文和中文两种文字制作，如英文文本及中文文本内容不一致，以中文本为准。股东会记录为公司档案由董事会秘书保存。股东会会议记录的保管期限为十五年。

**Article 76** Directors, people in charge of information disclosure, conveners or their representatives and hosts attending the assembly shall sign their names in the Shareholders' Assembly record to ensure the authenticity, accuracy and integrality of the record. The Shareholders' Assembly record should be kept together with signature album of attending shareholders, letter of authorization for representatives and network or other effective voting documents. The Shareholders' Assembly record should be in both English and Chinese version, if English version and Chinese version are inconsistent, the Chinese version shall prevail. The Shareholders' Assembly record is regarded as company profile and should be kept by the Secretary of the Board. Preservation period for the Shareholders' Assembly Meeting record is 15 years.

**第七十七条** 对股东会到会人数、参会股东持有的股份数额、授权委托书、每一表决事项的表决结果、会议记录、会议程序的合法性等事项，可以进行公证。监事会或者股东依法自行召集股东会产生的必要费用由公司承担。

**Article 77** The number of Shareholders' Assembly, the participants of the shares held by shareholders of the amount of power of attorney, every vote matters in the voting results, minutes of meetings, conference proceedings and other matters of legality, can be notarized. The necessary cost of Board of Supervisors or shareholders convening Shareholders' Assembly by law should be borne by the company

## 第六章 董事会

### Chapter VI Board of Directors

#### 第一节 董事

##### Section 1 Director

**第七十八条** 公司董事为自然人。董事无需持有公司股份。

**Article 78** Directors of the Company shall be natural persons. Director need not hold Company shares.

**第七十九条** 存在《公司法》第 178 条所述情形的人员，不得担任公司的董事。

**Article 79** Anyone who is under the circumstance as mentioned in Article 178 of Company Law shall not assume the post of a director of Company.

**第八十条** 董事任期三年，任期届满，可连选连任。

股东会可以决议解任董事，决议作出之日起解任生效。

无正当理由，在任期届满前解任董事的，该董事可以要求公司予以赔偿。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，但如果董事任职期满时，股东会因故尚未进行董事会换届选举，董事仍应继续按照有关法律、法规和本公司章程的规定，忠实履行董事职责，维护公司利益。。

**Article 80** The term of office for directors shall be three years. Directors may serve consecutive terms if re-elected upon the expiration of their term.

A director may be removed by a resolution of the shareholders' meeting. The removal shall become effective on the date the resolution is adopted.

If a director is removed prior to the expiration of their term without due cause, the director may claim compensation from the Company.

The term of office of a director shall be calculated from the date of their assumption of office until the expiration of the term of the current Board of Directors. However, if, upon the expiration of a director's term, the shareholders' meeting has not conducted an election for a new Board of

Directors for any reason, the director shall continue to perform their duties faithfully in accordance with the relevant laws, administrative regulations, and the provisions of these AOA, and shall safeguard the interests of the Company.

**第八十一条** 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。当其自身的利益与公司和股东的利益相冲突时，应当以公司和股东的最大利益为行为准则，并保证：

**Article 81** Directors shall abide by laws, regulations and AOA, perform its director duties and protect Company interest in accordance. When directors' own interests conflict with the interests of Company and shareholders, directors should take the best interests of the Company and shareholders as the code of conduct and warrant as follows:

- (一) 在其职责范围内行使权利，不得越权；  
(1) Exercise rights within the scope of their duties and shall not ultra vires;
- (二) 除经公司章程规定或者股东会在知情的情况下批准，不得同本公司订立合同或者进行交易；  
(2) Not act against the provisions hereof to accord contract with the company or undertake transaction without the approval of the Shareholders' Assembly;
- (三) 不得利用内幕信息为自己或他人谋取利益；  
(3) Not seek interests for himself or any other person by using insider information;
- (四) 不得自营或者为他人经营与公司同类的营业或者从事损害本公司利益的活动；  
(4) Not operating for himself or for any other person any like business of Company or injure the interests of Company;
- (五) 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；  
(5) Not take any bribe or other illegal gains by taking the advantage of his/her powers, or encroach on the property of Company;
- (六) 不得挪用资金或者将公司资金擅自借贷给他人；

(6) Not misappropriate the Company's fund or loan Company's funds to any other person without permission;

(七) 不得利用职务便利为自己或他人侵占或者接受本应属于公司的商业机会；

(7) Not encroach or accept business opportunities for himself or any other person by taking advantages of his/her powers;

(八) 未经股东会在知情的情况下批准，不得接受与公司交易有关的佣金；

(8) Without consent of the Shareholders' Assembly, not peculating the commissions take commissions on the transactions with the relevant Company;

(九) 不得将公司以其个人名义或者以其他个人名义开立帐户储存；

(9) Not deposit the Company's fund into an account in his/her own name or in any other individual's name;

(十) 不得以公司资产为本公司的股东或者其他个人债务提供担保；

(10) Not provide any guaranty to the shareholders of Company or any other person by using the Company's property;

(十一) 未经股东会在知情的情况下同意，不得泄漏在任职期间所获得的涉及本公司的机密信息；但在下列情形下，可以向法院或者其他政府主管机关披露该信息：

(11) Without consent of the Shareholders' Assembly, not disclose confidential information concerning the Company while in office obtained; however, shall disclose that confidential information to the court or other competent authority except for any of the following circumstances:

1、法律有规定；

1. Provisions of law;

2、公众利益有要求。

2. The public interest requirements.

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。

Where the income of the director arises from he/she acts against the aforesaid provisions, it shall be possessed by the Company; where the

director causes damage to the Company, he/she shall bear his/her compensation liability.

**第八十二条** 公司应与董事签订聘任合同，明确公司和董事之间的权利义务、董事的任职、董事违反法律法规和公司章程的责任以及公司因故提前解除合同的补偿等内容。

**Article 82** Company shall conclude employment contracts with directors to clarify rights and obligations between Company and directors, director's directorship, responsibility of violating any law, administrative regulation, or AOA, and compensation which Company terminates the employment contract early, etc.

**第八十三条** 董事应当谨慎、认真、勤勉地行使公司所赋予的权利，以保证：

**Article 83** Directors exercise meticulously, gravely and assiduously the rights authorized by the company so as to ensure:

(一) 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) The company's business is in line with national laws, administrative rules as well as the various requirements of the national economic policies, the company's business act within the scope prescribed in the business license;

(二) 公平对待所有股东；

(2) Give fair treatment to all the shareholders;

(三) 认真阅读公司的各项商务、财务报告，及时了解公司业务经营管理状况；

(3) Read the Company's various business and financial reports, investigate the performance of the company;

(四) 亲自行使被合法赋予的公司管理处置权，不得受他人操纵；非经法律、行政法规允许或者得到股东会在知情的情况下批准，不得将其处置权转授他人行使；

(4) Given personally to exercise the legitimate right to dispose of company management, not manipulated by others; not by laws, administrative regulations or by the shareholders to allow the case informed

the General Assembly approved, shall not be delegated to others to exercise the right of disposal;

（五）接受监事会对其履行职责的合法监督和合理建议；

（5）Accept the legal supervision and reasonable proposals which board of supervisors propose about perform his/her duty;

（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）Other obligations prescribed in relevant laws, administrative rules, regulations and AOA.

**第八十四条** 未经公司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 84** Without the legal authorization of the AOA or the Board of Directors, any director shall not represent the company or board of directors to act in the name of individual. Where the director acts in his/her own name, the director shall declare its standpoint and identity in advance provided that the director is deemed by the third party as acting in the interest of the Company.

**第八十五条** 董事、监事、高级管理人员，直接或者间接与本公司订立合同或者进行交易，应当就与订立合同或者进行交易有关的事项向董事会或者股东会报告，并按照公司章程的规定经董事会或者股东会决议通过。

**Article 85** Directors, supervisors, and senior management personnel who, directly or indirectly, enter into contracts or engage in transactions with the company shall report the relevant matters to the board of directors or the shareholders' meeting, and such matters must be approved by a resolution of the board of directors or the shareholders' meeting in accordance with the company's articles of association.

董事、监事、高级管理人员的近亲属，董事、监事、高级管理人员或者其近亲属直接或者间接控制的企业，以及与董事、监事、高级管理人员有其他关联关系的关联人，与公司订立合同或者进行交易，适用前款规定。

The preceding paragraph shall also apply where contracts or transactions with the company are entered into by: close relatives of directors, supervisors, or senior management personnel; enterprises directly or indirectly controlled by directors, supervisors, senior management personnel, or their close relatives; or other affiliated persons having associative relationships with directors, supervisors, or senior management personnel.

董事会就该等关联事项决议时，关联董事不得参与表决，其表决权不计入表决权总数。非关联关系董事按照每人一票进行表决，董事会作出决议，必须经全体非关联关系董事过半数通过。出席董事会会议的无关联关系董事人数不足三人的，应当将该事项提交股东会审议。董事会应当对会议所议事项的决定作出会议记录，出席会议的非关联关系董事和记录员在会议记录上签名。

When the board of directors considers such connected matters for resolution: Affiliated directors shall not participate in the voting, and their voting rights shall not be counted in the total number of votes. Disinterested directors shall hold one vote each. A resolution must be passed by more than half of all disinterested directors.

If the number of disinterested directors present at a board meeting is fewer than three, the matter shall be submitted to the shareholders' meeting for deliberation. The board of directors shall prepare minutes of the decisions made at the meeting, which shall be signed by the disinterested directors present and the minute-taker.

除非有关联关系的董事按照本条前款的要求向董事会作了披露，并且董事会在不将其计入法定人数，该董事亦未参加表决的会议上批准了该事项，公司有权撤销该合同、交易或者安排，但在对方是善意第三人的情况下除外。

Unless an affiliated director has made disclosure to the board of directors as required by the preceding paragraph of this article, and the matter has been approved at a meeting where such director was not counted in the quorum and did not participate in the voting, the company shall have the right to rescind the relevant contract, transaction, or arrangement, except where the counterparty is a bona fide third party.

**第八十六条** 如果公司董事在公司首次考虑订立有关合同、交易、安排前以书面形式通知董事会，声明由于通知所列的内容，公司日后达成的合同、交易、安排与其有利益关系，则在通知阐明的范围内，有关董事视为做了本章前条所规定的披露。

**Article 86** If director gives a written notice to the Board of Directors before Company consider entering into contracts, transactions and arrangements at the first time, director shall be deemed to disclose the purposes of the preceding this Articles of this chapter after the Company reached the contracts, transactions and arrangements in the future.

**第八十七条** 董事连续二次未能亲自出席，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会予以撤换。

**Article 87** Where the directors fail to attend the conference for two consecutive times and fails to consign other directors hereto, he/she shall be deemed incapable to perform his/her duty and the Board of Directors shall propose the Shareholders' Assembly to reshuffle the director.

**第八十八条** 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。除下列情形外，董事、监事和高级管理人员的辞职自辞职报告送达董事会或者监事会时生效：

**Article 88** The director may, in advance of his/her expiration of the term, submit his/her resignation report in written form to the Board of Directors who shall reveal the relevant information. Resignation reports of directors, supervisors and senior executives take effect when arriving the Board of Directors or Board of Supervisors except for the following cases:

(一) 董事、监事辞职导致董事会、监事会成员低于法定最低人数；

(1) Resignation of directors or supervisors resulting in the number of members of Board of Directors or Board of Supervisors to be below legal requirements;

(二) 职工代表监事辞职导致职工代表监事人数少于监事会成员的三分之一；

(2) Resignation of supervisors by employees' representatives resulting in the percentage of the representatives of employees to be less than 1/3 of all the supervisors;

(三) 董事会秘书辞职未完成工作移交且相关公告未披露。

在上述情形下，辞职报告应当在下任董事、监事填补因其辞职产生的空缺，或者董事会秘书完成工作移交且相关公告披露后方能生效。辞职报告尚未生效之前，拟辞职董事、监事或者董事会秘书仍应当继续履行职责。发生上述情形的，公司应当在2个月内完成董事、监事补选。

(3) Resignation of Secretary to the Board of Directors without completing work transition or disclosure in related proclamation.

For the above stated cases, the resignation reports take effect when next directors and supervisors fill in or when the secretary to the Board of Directors has completed work transition and disclosure in related proclamation is made. Before resignation reports take effect, the intend directors, supervisors or secretary to the Board of Directors should continue in performing their duties. The company shall elect next directors or supervisors within two months under the above stated circumstances.

**第八十九条** 余任董事应当尽快召集临时股东会，选举董事填补因董事辞职产生的空缺。在股东会未就董事选举作出决议以前，该提出辞职的董事以及余任董事的职权应当受到合理的限制。

**Article 89** The remaining directors shall convene interim Shareholders' Assembly as soon as possible to elect director. The authority of the resignation director and the remaining directors should be subject to any reasonable restrictions before the Shareholders' Assembly make the resolution of director vote.

**第九十条** 董事提出辞职或者任期届满，其对公司和股东负有的义务在其辞职报告尚未生效或者生效后的合理期间内，以及任期结束后的合理期间内并不当然解除，其对公司商业秘密保密的义务在其任职结束后仍然有效，直至该秘密成为公开信息。其他义务的持续期间应当根据公平的原则决定，视事件发生与离任之间时间的长短，以及与公司的关系在何种情况和条件下结束而定。

**Article 90** Where the resignation of the director come into force or his/her term of directorship expires, the director's obligations born to the Company and shareholders shall not be discharged and remain effective within the reasonable time which report has not yet entered into force, becomes effective or term of directorship expires. The confidentiality obligations of Company's trade secrets remain valid after term of directorship expires until the trade secrets become to the public information. The duration of other obligations shall base on the principle of equity and be determined between event occurrence and leave his/her post, the relationship with the Company under the circumstances and conditions may be the end.

**第九十一条** 任尚未结束的董事，对因其擅自离职使公司造成的损失，应当承担赔偿责任。

**Article 91** If the Company's interest is injured due to director which directorship term is not fulfillment leaving the Company without permission the negligence of the promoters, director shall be liable for compensation.

**第九十二条** 公司不以任何形式为董事纳税。

**Article 92** Company shall not pay taxes for director in any form.

**第九十三条** 本节有关董事义务的规定，适用于公司监事、总经理和其他高级管理人员。

**Article 93** Obligations of the directors of this section shall apply to supervisors, general manager and other senior management personnel.

## 第二节 董事会

### Section 2 Board of Directors

**第九十四条** 公司设董事会，对股东会负责。

**Article 94** The Board of Directors established by the Company shall be responsible to the Shareholders' Assembly.

**第九十五条** 董事会由七名董事组成，孙远飞委派2名，刘明立及徐绍宇各委派1名，EUKOR Car Carriers Inc.委派1名，悦达供应链管理

江苏有限公司委派2名。设董事长一人，由悦达供应链管理江苏有限公司董事长担任，副董事长两人，由孙远飞及悦达供应链管理江苏有限公司委派的另一位董事担任。

**Article 95** The Board of Directors of Company shall consist of seven directors. Sun Yuanfei shall appoint 2 directors, Liu Mingli and Xu Shaoyu shall each appoint 1 director, EUKOR Car Carriers Inc. shall appoint 1 director, and YueDa Supply Chain Management Jiangsu Co., Ltd shall appoint 2 directors. The chairman of board of directors shall be the chairman of board of YueDa Supply Chain Management Jiangsu Co., Ltd, the 2 vice chairmen of the board shall be Sun Yuanfei and the director appointed by YueDa Supply Chain Management Jiangsu Co., Ltd respectively.

#### 第九十六条 董事会行使下列职权：

**Article 96** The board of director shall exercising the following authorities:

- (一) 召集股东会会议，并向股东会报告工作；  
(1) Convening the Shareholders' Assembly Meeting and delivering work report to the Shareholders' Assembly;
- (二) 执行股东会的决议；  
(2) Fulfilling the decisions of the Shareholders' Assembly;
- (三) 决定公司的经营计划和投资方案；  
(3) Deciding on the business plans and investment schemes of the Company；
- (四) 制订公司的利润分配方案和弥补亏损方案；  
(4) Working out the Company's profit distribution plans and loss recovery plans；
- (五) 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；  
(5) Working out the Company's plans on the increase or reduction of registered capital, as well as on the issuance of corporate bonds and listed of initial public offerings (hereinafter referred to as "IPO");
- (六) 制订公司合并、分立、解散或者变更公司形式的方案；  
(6) Working out the Company's plans on the increase or reduction of registered capital, as well as on the issuance of corporate bonds;

(七) 决定公司内部管理机构的设置；  
(7) Making decisions on the establishment of Company's internal management departments;

(八) 决定聘任或者解聘公司经理及其报酬事项，并根据总经理的提名决定聘任或者解聘公司副经理、财务负责人及其报酬事项；  
(8) Making decisions on hiring and dismissing of Company's manager and his/her remuneration, and, and, upon the nomination of the general manager, deciding on the appointment and removal of the Company's deputy manager(s) and its financial principal and matters relating to their compensation;

(九) 制定公司的基本管理制度；  
(9) Establishment of Company's basic management system;

(十) 公司发生任何逾一千万人民币的资本支出或标的金额逾一千伍佰万元人民币的协议签署；  
(10) Incurring of, or entry into an agreement in respect of any capital expenditure exceeding RMB 10,000,000, or an agreement with a value exceeding RMB 15,000,000;

(十一) 公司进行重大收购和出售（包括收购或出售任何其他实体的任何股份、股权、其他证券或任何其他权益）；  
(11) Material acquisitions and disposals including the acquisition or disposal of any share capital, equity interest or other securities or any other interest of in any other entity;

(十二) 公司与其各方、董事、高级管理人员之间以及/或者与公司或一方之关联方之间的任何重大的非正常性或一般性业务往来的关联交易；  
(12) Any material transaction that is not entered into in the ordinary course of business between Company and any of its shareholders, directors, senior management personnel and/or affiliates of Company or of any Party;

(十三) 公司对外提供的担保；符合下列情形之一的，还应当提交股东会审议：  
(13) Company providing external guarantees that matches any of the following situation should be handed for examination through Shareholders' Assembly:

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

1) The guarantee is applied when the amount of the external guarantee of the company and its wholly-owned subsidiaries has reached or surpassed 50% of its net asset after the recent audit;

(2) 公司按照担保金额连续12个月累计计算原则，达到或超过最近一期经审计总资产的30%以后提供的任何担保；

2) The guarantee, calculated by accumulative sum of consecutive 12 months principle, has reached or surpassed 30% of its net asset after the recent audit;

(3) 为资产负债率超过70%的担保对象提供的担保；

3) The Debt Asset ratio of the guarantee object has surpassed 70%;

(4) 单笔担保额超过最近一期经审计净资产10%的担保；

4) The amount of a single guarantee has surpassed 10% of the net asset after the current audit;

(5) 对股东、实际控制人及其关联方提供的担保。

公司为控股子公司进行总额达到公司最近一期经审计净资产值的5%以上的单笔债务提供担保，由股东会批准；未达到前述标准的由董事会批准。

5) The guarantee is provided to the shareholder or actual controller or affiliated party.

Where the company intends to provide guarantee for its holding subsidiary in a single debt with an amount reaching 5% of its net asset after current audit, the approval of the shareholder's general meeting is required. For the guarantee that does not meet the condition above, the approval of the board of the directors is required.

(十四) 公司建立和关闭子公司或分公司；

(14) Formation and closure of any subsidiaries or branches;

(十五) 公司订立任何合资经营、合伙经营、联合经营或其他类似安排；

(15) Entry by Company into any joint venture, partnership, joint operation or other similar arrangement;

(十六) 与公司有关的重大争议的解决；

(16) Settlement of any material disputes in relation to Company;

(十七) 对公司雇员的雇佣条件的任何重大变动或颁行、修改任何会影响华图公司雇员权利或福利的内部规定或政策；

(17) Any material change to the terms and conditions of employment of any employees of Company or a material change to or promulgation of any internal rule or policy affecting the rights or benefits of any employees of Company;

(十八) 与任何个人签订、修改或终止就业协议或咨询协议，且协议价值超过 1,500 万元人民币的；

(18) Entering into, amending or terminating any employment agreement or consulting agreement with any person with value of agreement in excess of RMB 15,000,000;

(十九) 董事会会议细则及向管理层授权的程序和条件；

(19) Detailed rules of board meetings and the procedure and terms for delegating powers of management; and

(二十) 公司章程规定或者股东会授予的其他职权。公司章程对董事会职权的限制不得对抗善意相对人。

(20) Other powers and functions conferred by the Company's AOA or by a resolution of the shareholders' meeting.

No restriction on the powers of the Board of Directors set forth in the AOA may be asserted against a bona fide third party.

**第九十七条** 公司董事会应当就注册会计师对公司财务报告出具的有保留意见的审计报告向股东会作出说明。

**Article 97** The Board of Directors of the Company shall explain to the Shareholders' Assembly the non-standardized audit opinion issued by the certified public accountant to the company.

**第九十八条** 董事会制定董事会议事规则，以确保董事会的工作效率和科学决策。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，并按照本章程规定做出会议记录。

**Article 98** The Board of Directors shall set forth the rules of procedure of the Board of Directors to ensure its implementation of the decisions hereof,

to improve its efficiency and guarantee its scientific decision-making. The Board of Directors shall discuss, assess and record in meeting minutes in accordance with the AOA about whether the company governance mechanism provides appropriate protection and equal rights to each shareholder, whether the company governance mechanism is reasonable and efficient and other issues related.

**第九十九条** 公司全体董事应当谨慎对待和严格控制对外担保产生的债务风险，并对违规或失当的对外担保产生的损失依法承担连带责任。

**Article 99** All directors should treat with caution and strictly control of the debt risks of external guarantee acts. Director shall bear joint liability upon the debt of violations or misconduct external guarantee acts.

**第一百条** 董事会应当确定其运用公司资产所作出的投资权限，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，并报股东会批准。

**Article 100** The Board of Director shall set forth the authority of external investment and establish strict examination and decision-making procedure; the major investment items shall be subject to the examination and approval of the relevant experts and the approval of the Shareholders' Assembly.

**第一百零一条** 董事长行使下列职权：

**Article 101** The chairman of the board may exercising the follows authorities:

- (一) 主持股东会和召集、主持董事会会议；  
(1) Presiding over the convention of the Shareholders' Assembly and the Board Conference;
- (二) 督促、检查董事会决议的执行；  
(2) Pressing and supervising the fulfillment of the board of supervisors;
- (三) 签署公司股票、公司债券及其他有价证券；  
(3) Signature shares, corporate bonds and other securities;
- (四) 签署董事会重要文件；

(4) Sign important documents from Board of Directors;

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

(5) In the event of serious natural disasters and other emergency situations of force majeure, exercising especial right of disposal to Company affairs with the law and the special interests of the Company, then reporting to the Board of Directors and shareholders' Assembly;

(六) 董事会授予的其他职权。

(6) Other authorities authorized by the Board of Directors.

**第一百零二条** 董事长不能履行职务或者不履行职务的，由副董事长履行职务（公司有两位副董事长的，由过半数董事共同推举的副董事长履行职务）；副董事长不能履行职务或者不履行职务的，由过半数的董事共同推举一名董事履行职务。。

**Article 102** The chairman of the board is unable to fulfill his/her duties, the vice chairman shall perform such duties (if the company has two vice chairmen, the vice chairman nominated by more than half of all directors shall perform the duties). If the vice chairman is unable or fails to perform their duties, a director nominated by more than half of all directors shall perform the duties.

**第一百零三条** 董事会每年至少召开两次会议，由董事长召集，于会议召开十日以前书面通知全体董事和监事。

董事会会议应当有过半数的董事出席方可举行。董事会决议除第一百零七条规定的事项外，须经全体董事过半数通过。

**Article 103** The Board of Directors shall convene at least two meetings each year. Such meetings shall be convened by the Chairman and all directors and supervisors shall be notified in writing at least ten 10 days prior to the date of the meeting.

A board meeting shall be held only if more than half of the directors are present. Except for matters specified in Article 107, a board resolution requires approval by more than half of all directors.

第一百零四条 有下列情形之一的，董事长应在十日内召集临时董事会会议：

**Article 104** One of the following circumstances, the chairman of the board shall convene the provisional board conference within 10 days:

- (一) 董事长认为必要时；  
(1) Chairman of the board deems it necessary;
- (二) 三分之一以上董事联名提议时；  
(2) When more than one third directors propose jointly;
- (三) 监事会提议时；  
(3) When the board of supervisors propose;
- (四) 单独或合并持有代表十分之一以上表决权股份的股东提议时。  
(4) Such shareholders as singly or jointly hold more than 10% of the shares of the Company propose.

第一百零五条 董事会召开临时董事会，于会议召开两日以前书面通知全体董事。

**Article 105** The Board of Directors convene the provisional board of directors, the written notice should be given to all the directors within 2 days before convening conference.

第一百零六条 董事会会议通知包括以下内容：

**Article 106** The notice of the Board of Directors shall include the following:

- (一) 会议日期和地点；  
(1) Date and place;
- (二) 会议期限；  
(2) Time limit;
- (三) 事由及议题；  
(3) Reason and topic;
- (四) 发出通知的日期。  
(4) Date of the notice issuing.

通知应以英文及中文制作。

Notice shall be made in English and Chinese.

**第一百零七条** 第九十六条（九）至（十四）项规定事项，应经出席董事会议的所有董事一致通过。

**Article 107** Article 96 (ix) to (xiv) provides that matters, shall be approved by all directors attend the Board Conference unanimously.

**第一百零八条** 董事与董事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。该董事会议由过半的无关联关系董事出席、并且出席董事超过全体董事的过半数方可举行，董事会议所作决议须经无关联关系董事过半数同意、并且同意的董事超过全体董事的过半数方可通过。出席董事的无关联董事人数不足三人的，应将该事项提交股东会审议。

**Article 108** A director having a special relationship with a company, which is related to a matter to be resolved by the board of directors, shall not have a voting right in respect of the relevant agendum. The quorum for the relevant board of directors meeting shall be a majority of directors who do not have such special relationship, and a resolution shall be adopted by an affirmative vote of a majority of all directors. In the event where the number of directors in attendance, who do not have such special relationship, is less than three, the relevant agendum shall be submitted to the general meeting of shareholders for resolution.

**第一百零九条** 除一百零七、一百零八条规定的之外其他事项，须经全体董事过半数通过。

**Article 109** Matters other than those provided for in Article 117 and 118 shall be resolved by an affirmative vote of a majority vote of all directors.

**第一百一十条** 董事会临时会议在保障董事充分表达意见的前提下，可以用传真方式进行并作出决议，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 110** The provisional board conference may make a decision by means of fax and require directors autograph, provided that the directors may fully express their opinions. Directors, people in charge of information disclosure and recorders attending the conference shall sign their names in the conference record.

第一百一十一条 董事会会议应当由董事本人出席，董事因故不能出席的，可以书面委托其他董事代为出席。委托书应当载明代理人的姓名，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 111** The Board Conference requires the attendance of the directors themselves; where the directors is unable to attend, they shall entrust other directors to attend by means of proxy statement where the name of the agent, entrusted proceedings, the specific matters to be represented, scope of authorization and valid of time limit shall be set forth and the autograph or seal is required.

The present directors shall exercise their authorities within the scope of authorization. Where the director fails to attend the board conference and fails to entrust the agent hereto, it shall be deemed as abstention of the exercise of voting power.

第一百一十二条 董事会决议表决方式为：举手表决或投票表决方式。

**Article 112** The voting means of the Board Conference shall be: show of hands or poll.

第一百一十三条 董事会会议应当有记录，出席会议的董事和记录人，应当在会议记录上签名。出席会议的董事有权要求在记录上对其在会议上的发言作出说明性记载。董事会会议记录作为公司档案由董事会秘书保存。保管期限为十五年。

**Article 113** Board Conference shall make record of the proceedings under discussion, and the participating directors and recorder shall sign on record. The participating directors have the right to request to make explanatory notes on record about their statements. The time limit for the storage of the records of the board conference as the Company's file shall 15 years.

第一百一十四条 董事会会议记录包括以下内容：

**Article 114** The record of the Board Conference shall include the following:

- (一) 会议召开的日期、地点和召集人姓名；  
(1) Date, place and name of the convener;
- (二) 出席董事的姓名以及受他人委托出席董事会的董事姓名；  
(2) Names of the present directors and the present entrusted directors (agent);
- (三) 会议议程；  
(3) The conference agenda;
- (四) 董事发言要点；  
(4) Main points of the directors' speech;
- (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) Means of voting and its result of every resolution (the voting result shall set forth approval, opposition or abstention).

第一百一十五条 董事应当在董事会决议上签字并对董事会的决议承担责任。董事会决议违反法律、法规或者章程，致使公司遭受损失的，参与决议的董事对公司负赔偿责任。但经证明在表决时曾表明异议并记载于会议记录的，该董事可以免除责任。董事会会议决议应以英文及中文制作，如果会议决议的英文文本及中文文本有任何差异，以中文本为准。

**Article 115** Directors shall sign on resolution of Board Conference and bear responsibility. If the Company's interest is injured due to the resolution of Board Conference violate laws, regulations or AOA, director who participate in the resolution shall be liable for compensation. But the director who had proved that objection and recorded on the record shall be exempted from liability. The resolution of Board Conference shall be prepared in both the English and Chinese languages. In the event of any discrepancy between the English and Chinese versions of the minutes, the Chinese version shall prevail.

**第一百一十六条** 董事会会议应由过半数的董事参加方为有效。除非有足够法定人数出席该会议，否则董事会的召集或召开无效。

**Article 116** An actual presence of a majority of the directors shall constitute a quorum at all Board Conference. No Board Conference shall be validly convened or constituted unless a quorum is present at such meeting.

### 第三节 董事会秘书

#### **Section 3 Secretary to the Board of Directors**

**第一百一十七条** 董事会设董事会秘书。董事会秘书是公司高级管理人员，对董事会负责。

**Article 117** Company may have a secretary to the board of directors. Secretary to the board of directors is the senior management staff, and shall be liable to the Board of Directors.

**第一百一十八条** 董事会秘书应当具有必备的专业知识和经验，由董事会委任。

**Article 118** Secretary to the board of directors shall have the necessary expertise and experience, and appointed by the Board of Directors.

本章程第七十九条规定不得担任公司董事的情形适用于董事会秘书。

The secretary to the board of directors about the prohibition from the assumption of directors set forth in Article 79 shall be applicable to the secretary to the board of directors.

**第一百一十九条** 董事会秘书的主要职责是：

**Article 119** The primary responsibility secretary to the board of directors is:

(一) 依法准备和及时递交政府有关部门要求的董事会、股东会出具的报告和文件；

(1) Prepare and submit the documents and reports issued by the Board of Directors and the Shareholders' Assembly according to law required by relevant authorities;

（二）依法负责公司信息披露事务，按照法律规定披露定期报告和临时报告，并保证公司有关信息及时、真实、完整、规范地进行披露；

（2）Responsible for information revelation in periodical reports and extraordinary report in accordance with the laws; and ensure that the Company information in a timely manner, true, complete and standardized disclosure;

（三）筹备董事会会议和股东会，并负责会议的记录工作，并负责保管会议文件和记录；

（3）Prepare the Shareholders' Assembly and the Board Conference, responsible for record and keeping conference material and record；

（四）为董事会决策提供意见或建议，协助董事会在行使职权时切实遵守国家法律、法规、公司章程在董事会作出违反有关规定的决议时，应及时提出异议，并有权如实向有关部门反映情况；

（4）Provide advice or recommendations to assist the Board of Directors in the exercise of their functions effectively so as comply with national laws, regulations, and AOA. When the Board of Directors violate the above rules, the secretary to the board of direction, should timely propose objection, and accurately reflect the situation to the relevant government departments;

（五）负责管理和保存公司股东名册资料，保管董事会印章，确保符合资格的投资人及时得到公司披露的资料；

（5）Responsible for management and conservation shares ledge, keeping the seal to the Board of Directors, ensuring eligible investors receive timely Company disclosure;

（六）负责公司咨询服务，协调处理公司与股东之间的相关事务和股东日常接待及信访工作；

（6）Responsible for consulting services, coordinating the relationship between the Company and shareholders, receiving shareholders daily;

（七）负责筹备公司境内外推介宣传活动；

（7）Responsible for preparing the Company promotion campaign abroad;

（八）负责办理公司与董事、政府管理部门、各中介机构之间的有关事宜；

(8) Responsible for related matters among Company, the directors, government departments and agencies;

(九) 董事会授予的其他职权。

(9) Other powers conferred by the Board of Directors.

**第一百二十条** 公司董事或者其他高级管理人员可以兼任公司董事会秘书。公司聘请的会计师事务所的注册会计师和律师事务所的律师不得兼任公司董事会秘书。

**Article 120** Directors or other senior managers of the Company may concurrently hold the office of secretary to the board of directors. No accountant of the accounting firm nor the lawyer of the law firm either hired by the Company may concurrently hold the office of secretary to the board of directors.

**第一百二十一条** 董事会秘书由董事长提名，经董事会聘任或者解聘。董事兼任董事会秘书的，如某一行为需由董事、董事会秘书分别作出时，则该兼任董事及公司董事会秘书的人不得以双重身份作出。

**Article 121** Secretary to the board of directors shall be nominated by the chairman, appointed or dismissed by the Board of Directors. If the office of secretary to the board of directors is held by a director of Company and a certain act is to be done by a director and the secretary to the board of directors separately, the person who concurrently holds the offices of director and secretary to the board of directors may not perform such act at one time in both capacities.

## 第七章 总经理

### Chapter VII General Manager

**第一百二十二条** 公司设总经理一名，由董事会决定聘任或解聘。董事可受聘兼任总经理或其他高级管理人员，副总经理及财务负责人由悦达供应链管理江苏有限公司提名。

**Article 122** Company may set up a general manager appointed and dismissed by the Board of Directors. A member of the Board of Directors may take up the post of the manager concurrently, deputy general manager

and financial administrator shall be nominated by YueDa Supply Chain Management Jiangsu Co., Ltd.

**第一百二十三条** 《公司法》第 178 条规定的情形的人员，不得担任公司的总经理、副总经理。

**Article 123** Anyone who is under any of the circumstances prescribed in Article 178 of Company law shall not assume the post of general manager or vice general manager of Company.

**第一百二十四条** 总经理每届任期三年，连聘可以连任。

**Article 124** Each term of office of general manager shall be 3 years. The general manager may, after the expiry of their term of office, hold a consecutive term upon reelection.

**第一百二十五条** 总经理对董事会负责，行使下列职权：

**Article 125** The manager shall be responsible for the Board of Directors, exercising the following authorities:

- (一) 主持公司的经营及管理工作，组织和实施董事会决议；
- (1) Presiding over the production operation management of the Company, organizing the implementation of the decision hereof;
- (二) 实施经营计划；
- (2) Organizing the implementation of annual business plan;
- (三) 拟订公司内部管理机构设置方案；
- (3) Working out the internal administration structural establishment;
- (四) 拟订公司的基本管理制度；
- (4) Working out the basic management system;
- (五) 制定公司的具体规章；
- (5) Formulating the specific provisions;
- (六) 按照章程的规定提名高级管理人员；
- (6) Proposing to employ the senior managers in accordance with the provisions of the AOA;
- (七) 决定聘任和解聘高级管理人员以外的人员；
- (7) Making decision to employ or dismiss the other employers except the senior managers;

(八) 决定公司高级管理人员以外的其他经理的工资、奖励及福利方案；

(8) Working out the wages, bonus and benefits package of the other managers except the senior managers;

(九) 公司章程或董事会授予的其他职权。

(9) Other authorities authorized by the AOA or the Board of Directors.

第一百二十六条 以下文件或协议：

**Article 126** All documents and agreements that:

(一) 对公司的销售、收入、利润、财务或财务状况有重大影响的；

(1) are material to the sales, revenues, profits, finances or financial condition of Company; or

(二) 金额不超过 1,500 万元人民币的交易或协议；

(2) are in respect any transaction having a value up to RMB 15,000,000 or such other amount as may be agreed by the Parties, or

(三) 公司与其各方、董事、高级管理人员之间以及/或者与华图公司或一方之关联方之间的、任何金额不超过人民币 500 万元的、非正常性或一般性业务往来的交易；

(3) Any transaction not exceeding RMB 5,000,000, that is not entered into in the ordinary course of business between Company and any of its shareholders, directors, Senior Management Personnel and/or Affiliates of Company or of any Party;

均需经过总经理及副总经理签字批准，总经理及副总经理可授权公司其他高级管理人员签署上列文件。

All documents listed above must be signed and approved by the general manager and the deputy general manager. The general manager and the deputy general manager may authorize other senior management personnel of the company to sign these documents.

第一百二十七条 总经理和副总经理不应在中国境内任何其他经济组织担任总经理或副总经理职务，但得到公司董事会批准的除外。

**Article 127** The general manager and the deputy general manager shall not serve as general manager or deputy general manager (or similar positions)

in other economic organizations in the PRC, excluding positions approved by the Board of Directors of Company.

**第一百二十八条** 总经理列席董事会会议，非董事总经理在董事会上没有表决权。

**Article 128** The general manager shall attend the Board Conference and the general manager without director identity shall attend as non-voting delegates.

**第一百二十九条** 总经理应当根据董事会或者监事会的要求，向董事会或者监事会报告公司重大合同的签订、执行情况，资金运用情况和盈亏情况。总经理必须保证该报告的真实性。

**Article 129** Required by the Board of the Directors or the Board of Supervisors, the general manager shall present reports including the situation of material contracts in signing, practicing and the use of the fund, profit and loss to the Board of Directors. general manager must ensure the authenticity of the report.

**第一百三十条** 总经理拟定有关职工工资、福利、安全生产以及劳动保护、劳动保险、解聘（或开除）公司职工等涉及职工切身利益的问题时，应当事先听取工会和职代会的意见。

**Article 130** To make a decision on restructuring or any vital employee interest issue relating to wages, welfare, safety and labor protection, labor insurance, termination (or dismissal) employee, a Company shall solicit the opinions of its labor union and employee' representative committee.

**第一百三十一条** 总经理应制订总经理工作细则，报董事会批准后实施。

**Article 131** The particulars of the management prescribed by the general manager shall be implemented after the approval from the Board of Directors.

**第一百三十二条** 总经理工作细则包括下列内容：

**Article 132** The particular of management shall include the followings:

(一) 总经理会议召开的条件、程序和参加的人员；  
(1) Convention condition, procedures and the attending personnel in the manager conference;

(二) 总经理、副总经理及其他高级管理人员各自具体的职责及其分工；  
(2) Responsibilities and division of labor of the manager and other top management personnel;

(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) Fund of the Company, asset application, signature of the authorities of important contract, report system to the Board of Directors, Board of Supervisors;

(四) 董事会认为必要的其他事项。  
(4) Other proceedings deemed necessary by the Board of Directors.

**第一百三十三条** 公司总经理应当遵守法律、行政法规和公司章程的规定，履行诚信和勤勉的义务。

**Article 133** The general manager shall abide by laws, administrative rules and the AOA, bearing the following obligations.

**第一百三十四条** 总经理可以在任期届满以前提出辞职。有关总经理辞职的具体程序和办法由总经理与公司之间的劳务合同规定。

**Article 134** The general manager may resign his/her post in advance of expiration of the term. The specific procedure and measures related shall be conducted according to the provisions of labor contract between the general manager and company.

## 第八章 监事会

### Chapter VIII Board of Supervisors

#### 第一节 监事

##### Section 1 Supervisor

第一百三十五条 股东监事由股东指定产生，职工代表监事由职工选举产生。公司职工代表担任的监事不得少于监事人数的三分之一。

**Article 135** The shareholders' representatives who are to serve as members of the Board of Supervisors shall be elected by the shareholders. The employees' representatives who are to serve as members of the Board of Supervisors shall be elected by the employees of Company through Company employees. The percentage of the representatives of employees shall account for no less than 1/3 of all the supervisors.

第一百三十六条 《公司法》第178条规定情形的人员，不得担任公司的监事。

**Article 136** Anyone who is under any of the circumstances prescribed in Article 178 of Company law shall not assume the post of a supervisor of company.

董事、总经理和其他高级管理人员不得兼任监事。

No director or senior manager may concurrently serve as a supervisor.

第一百三十七条 监事每届任期三年。股东担任的监事由股东会选举或更换，职工担任的监事由公司职工民主选举产生或更换，监事连选可以连任。

**Article 137** Each term of office of the supervisors shall be 3 years. The shareholders' representatives who are to serve as members of the board of supervisors shall be elected and changed by the shareholders' assembly. The employees' representatives who are to serve as members of the board of supervisors shall be elected and changed by the employees of the company. The supervisors may, after the expiry of their term of office, hold a consecutive term upon reelection.

但如果监事任职期满时，股东会因故尚未进行监事会换届选举，监事仍应继续按照有关法律、法规和公司章程的规定，忠实履行监事职责，维护公司利益。

Where the Shareholders Assembly fails to hold reelection of the Board of Supervisors, the original supervisors shall, prior to the assumption of the reelected supervisors, performs its supervisor duties and protect company

interest in accordance with laws, administrative rules, regulations and provisions of the AOA

**第一百三十八条** 监事连续二次不能亲自出席监事会会议的，视为不能履行职责，股东会或职工代表大会应当予以撤换。

**Article 138** Where the supervisor fails to attend the conference of the Board of Supervisors for two consecutive times, he/she shall be deemed incapable to perform his/her duty and the Board of Supervisors shall propose the Shareholders' Assembly or the assembly of representatives of the Company's employees to reshuffle the supervisor.

**第一百三十九条** 监事可以在任期届满以前提出辞职，章程第五章有关董事辞职的规定，适用于监事。

**Article 139** The supervisor may resign his/her post in advance of expiration of the term. The circumstances concerning the director resignation prescribed in Chapter V of the Article of Association is also applicable to supervisor.

**第一百四十条** 监事应当遵守法律、行政法规和公司章程的规定，履行诚信和勤勉的义务。

**Article 140** The supervisor shall abide by the laws, administrative rules, regulations and the AOA., assuming faithful duty and assiduous obligation to the company

**第一百四十一条** 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。监事有权了解公司经营情况，公司应当为监事正常履行职责提供必要的协助，任何人不得干预、阻挠。监事会履行职责所需的有关费用由公司承担。

**Article 141** The supervisor may attend the board conference as non-voting delegates and raise inquiry or suggestion upon the proceedings of the decision made by the Board of Directors. The supervisor is entitled to know the operations of the company; the company should provide necessary assistance for supervisors performing regular responsibilities and no one should intervene or obstruct. All costs generated from the board of

supervisors performing their responsibilities should be borne by the company.

**第一百四十二条** 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 142** The supervisor shall not abuse its associated relations to impair the company's interest, if it has caused damage to the company, it shall honor the indemnity liability.

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。

Where the supervisor violates laws, administrative rules, regulations or the provisions in the AOA in time of performing its duty hereof and has caused damage to the company, it shall honor indemnity liability.

## 第二节 监事会

### Section 2 Board of Supervisors

**第一百四十三条** 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 143** Company may set up a Board of Supervisors, which shall be composed of three persons. The Board of Supervisors shall have one chairman, who shall be elected by more of half the 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 of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors. If the chairman of supervisors is unable or fails to perform his/her duties, the supervisor recommended by more of the supervisors shall convene and preside over the conferences of the Board of Supervisors.

监事会应当包括股东代表和适当比例的公司职工代表，其中职工代表的比例不低于1/3。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

The Board of Supervisors shall include representatives of shareholders and an appropriate percentage of representatives of the company's employees. The percentage of the representatives of employees shall account for no less than 1/3 of all the supervisors. The representatives of employees who serve as members of the Board of Supervisors shall be democratically elected through the assembly of representatives of the Company's employees, the Shareholders' Assembly or by other means.

第一百四十四条 监事会行使下列职权：

**Article 144** The Board of Supervisors may exercise the following powers:

(一) 检查公司的财务；

(1) To check the financial affairs of the company;

(二) 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、本章程或者股东会决议的董事、高级管理人员提出罢免的建议；

(2) To supervise the duty-related acts of the directors and senior managers, to put forward proposals on the removal of any director or senior manager who violates any law, administrative regulation, the AOA or any resolution of the Shareholders' Assembly Meeting;

(三) 当董事、总经理和其他高级管理人员的行为损害公司的利益时，要求其予以纠正，必要时向股东会或国家有关主管机关报告；

(3) To demand any director or senior manager to make corrections if his/her act has injured the interests of the company;

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

(4) To propose to call interim Shareholders' Assembly Meetings, to call and preside over Shareholders' Assembly Meetings when the Board of Directors does not exercise the function of calling and presiding over Shareholders' Assembly Meetings as prescribed in this Law;

(五) 列席董事会会议；

(5) The supervisors may attend the Board Conference as non-voting attendees.

(六) 依照《公司法》第 189 的规定, 对董事、高级管理人员提起诉讼;

(6) To initiate actions against directors or senior managers according to Article 189 of Company Law;

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;

If the Board of Supervisors of the Company finds that the company is running abnormally, they may conduct an investigation. Where necessary, they may hire an accounting firm to help them with the investigation and the related expenses shall be borne by the Company.

公司章程规定或股东会授予的其他职权。

Other duties as provided for by the AOA or the Shareholders' Assembly.

**第一百四十五条** 监事会每年至少召开二次会议, 监事可以提议召开临时监事会会议。会议通知应当在会议召开十日以前书面送达全体监事。

**Article 145** The Board of Supervisors shall convene at least two conferences annually. Any supervisors may propose to hold interim meetings of the Board of Supervisors. The notice shall be delivered to the whole supervisors ten days in advance of the convention of the conference.

**第一百四十六条** 监事会会议通知包括以下内容: 举行会议的日期、地点和会议期限, 事由及议题, 发出通知的日期。

**Article 146** The notice of the Board of Supervisor shall include the following: date, place, time limit, reason and topic, date of the notice issuing.

### 第三节 监事会决议

#### Section 3 Resolution of Board of Supervisors

**第一百四十七条** 监事会的议事方式为: 由三分之一以上监事提出议案, 由监事会主席召开监事会会议, 对提出的议案进行讨论。监事会决议应当经半数以上监事通过。

**Article 147** The discussion means of the Board of Supervisors shall be: more than one third of the supervisors promote the motion; the Chairman of

the Board of Supervisors convene the supervisors' meeting; discussion on the motion. The resolutions of the Board of Supervisors shall be passed by more than half of Supervisors.

**第一百四十八条** 监事会的表决程序为：

**Article 148** The voting procedures of the Board of Supervisors shall be:

(一) 表决方式采用举手表决或投票表决；

(1) Vote or vote by show of hands;

(二) 对各项议案逐项表决。

(2) By one vote on each motion itemized.

**第一百四十九条** 监事会会议应有记录，出席会议的监事和记录人，应当在会议记录上签名。监事有权要求在记录上对其在会议上的发言作出某种说明性记载。

监事会会议记录作为公司档案由董事会秘书保存。监事会会议记录的保管期限为十五年。

**Article 149** The Board of Supervisors shall scribe the minutes for the resolutions about the agenda and have the minutes signed by the supervisors in presence. The supervisors have the right to require their speech to be given descriptive record herein. The conference record of the Board of Supervisors shall be kept as the file of the company by secretary of the Board of Directors 15 years.

## 第九章 财务会计制度、利润分配和审计

### **Chapter IX Financial Affairs, Accounting and Audit**

#### 第一节 财务会计制度

##### **Section 1 Financial Accounting System**

**第一百五十条** 公司应当依照法律、行政法规和国务院财政部门的规定建立公司的财务、会计制度。

**Article 150** Company shall formulate the financial and auditing system in accordance with the laws, administrative rules and the provisions of the finance department under the State Council.

**第一百五十一条** 公司采用的会计制度和程序应由财务负责人根据中国通行会计准则及行业惯例制定，并经董事会批准。

**Article 151** The accounting system and procedures adopted by Company shall be formulated by the Financial Officer and submitted to the Board of Directors for approval according to GAAP in PRC.

**第一百五十二条** 公司在每一会计年度前六个月结束后六十日以内编制公司的中期财务报告；在每一会计年度结束后一百二十日以内编制公司年度财务报告。

**Article 152** The Company shall publish financial reports each fiscal year, namely a mid-term financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.

**第一百五十三条** 公司的财务报表和报告（及其附注）应同时以中文和英文编制及保存。

**Article 153** The financial statements and reports of Company (and notes thereto) shall be written and kept in both Chinese and English.

**第一百五十四条** 外部审计师应在每一会计年度结束后对公司的财务报表进行审计，并在该会计年度结束后的三个月内，编制公司的审计报告和经审计报表。

**Article 154** The external auditors shall conduct an audit of the financial statements of Company after the end of each financial year and produce an audit report and audited accounts of Company within three months after the end of that financial year.

**第一百五十五条** 公司年度财务报告以及进行中期利润分配的中期财务报告，包括下列内容：

**Article 155** Annual financial reports and profit distribution of the mid-term financial report, including the following:

（一）资产负债表；

（1）Balance sheet;

- (二) 利润表;
- (2) Income statement;
- (三) 利润分配表;
- (3) Profit distribution Sheet;
- (四) 财务状况变动表(或现金流量表);
- (4) Changes in financial position (or cash flow statement);
- (五) 会计报表附注;
- (5) Financial Statements;

公司不进行中期利润分配的,中期财务报告包括上款除第(三)项以外的会计报表及附注。

**第一百五十六条** 中期财务报告和年度财务报告依照法律、行政法规和国务院财政部门的规定制作。

**Article 156** The mid-term financial report and annual financial report shall be audited in accordance with relevant laws, administrative regulations, and the provisions of the finance department under the State Council.

**第一百五十七条** 公司除法定的会计账簿外,不得另立会计账簿。  
对公司资金,不得以任何个人名义开立账户存储。

**Article 157** The Company may not establish any account books other than the statutory account books.

No Company funds shall be deposited into an account opened in the name of any individual.

**第一百五十八条** 公司交纳所得税后的利润,按下列顺序分配:

**Article 158** Where a company distributes its after-tax profits of the current year, it shall:

- (一) 弥补上一年度的亏损;
- (1) make up the losses of the previous year;
- (二) 提取法定公积金百分之十;
- (2) draw 10 percent of the profits as the company's statutory common reserve;
- (三) 提取任意公积金;
- (3) draw a discretionary common reserve

(四) 支付股东股利。

**(4) distribute to shareholders.**

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。提取法定公积金后，是否提取任意公积金由股东会决定。公司不得在弥补公司亏损和提取法定公积金之前向股东分配利润。

The company may stop drawing the profits if the aggregate balance of the common reserve has already accounted for over 50 percent of the company's registered capital. Upon a resolution made by the shareholders' assembly, company may draw a discretionary common reserve from the after-tax profits. Company shall not distribute the profits to the shareholders before the losses are made up and the statutory common reserves are drawn.

**第一百五十九条** 股东会决议将公积金转为股本时，按股东原有股份比例派送新股。但法定公积金转为股本时，所留存的该项公积金不得少于注册资本的百分之二十五。

**Article 159** When the shareholders' assembly make the resolution to change common reserves to equity, company may distribute new shares on the percentages of the original capital. When the statutory common reserve is changed to capital, the remainder of the common reserve shall not be less than 25 % of the registered capital prior to the increase.

**第一百六十条** 公司股东会对利润分配方案作出决议后，公司董事会须在股东会召开后两个月内完成股利（或股份）的派发事项

**Article 160** After the shareholders' assembly working out the resolution to the distribution profit plan, the Board of Directors shall complete the issue of dividends (or share) within two months after the Shareholders' Assembly Meeting.

**第一百六十一条** 公司可以采取现金或者股票方式分配股利。

**Article 161** Company may distribute the dividends by the means of cash or share.

## 第二节 内部审计

### Section 2 Internal Audit

**第一百六十二条** 公司实行内部审计制度，配备专职审计人员，对公司财务收支和经济活动进行内部审计监督。

**Article 162** Company shall enforce internal auditing system, equipping full-time auditor to undertake internal supervision upon the financial receipts expenditure and its economic activities.

**第一百六十三条** 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 163** Internal audit system and the duty of the auditors shall be enforced after the approval from the Board of Directors. The person in charge of audit shall be responsible to and report to the Board of Directors.

### 第三节 会计师事务所的聘任

#### **Section 3 Appointment of Certified Public Accountants**

**第一百六十四条** 公司聘用取得“从事证券相关业务资格”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 164** The certified accountant's office who have acquired qualification for securities-related business shall be employed, whose term of employment is one year and who may be reemployed, by the company to undertake fiscal statement auditing, net assets verification and other related consultant service.

**第一百六十五条** 公司聘用会计师事务所由股东会决定。

**Article 165** The certified accountant office employed by the company shall be decided by the shareholders conference.

**第一百六十六条** 经公司聘用的会计师事务所享有下列权利：

**Article 166** An accounting firm employed by the Company shall have the following rights:

（一）查阅公司财务报表、记录和凭证，并有权要求公司的董事、总经理或者其他高级管理人员提供有关的资料和说明；

(1) the right of access at all times to the account books , records or vouchers of the Company and the right to require directors , the general manager and other senior managers of the Company to provide the relevant information and explanations;

(二) 要求公司提供为会计师事务所履行职务所必需的其子公司的资料和说明;

(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;

(三) 列席股东会, 获得股东会的通知或者与股东会有关的其他信息, 在股东会上就涉及其作为公司聘用的会计师事务所的事宜发言。

(3) the right to attend shareholders' assembly meeting receive a notice or other information relating to any meetings of shareholders' assembly and to attend at any shareholders' meetings to present reports as the accounting firm of the Company.

**第一百六十七条** 如果会计师事务所职位出现空缺, 董事会在股东会召开前, 可以委任会计师事务所填补该空缺。

**Article 167** If the position of accounting firm becomes vacant , the Board of Directors may appoint an accounting firm to fill such vacancy before a shareholders' assembly meeting is held.

**第一百六十八条** 会计师事务所的报酬由股东会决定。董事会委任填补空缺的会计师事务所的报酬, 由董事会确定, 报股东会批准。

**Article 168** The remuneration of remuneration of an accounting firm shall be decided upon by the Shareholders' Assembly. When the remuneration of an accounting firm is appointed by the Board of Directors for filling of vacancies shall be determined by the Board of Directors and approved by the Shareholders' Assembly.

**第一百六十九条** 公司解聘或者续聘会计师事务所由股东会作出决定, 并在有关的报刊上予以披露, 必要时说明更换原因。

**Article 169** The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided upon by the

Shareholders' Assembly and disclosed in relating newspaper, if necessary, explaining the reasons for the replacement.

**第一百七十条** 公司解聘或者不再续聘会计师事务所时，提前三十天事先通知会计师事务所，会计师事务所有权向股东会陈述意见。会计师事务所提出辞聘的，应当向股东会说明公司有无不当情形。

**Article 170** When a company dismisses or decides not to renew the engagement of an accounting firm, it must notify the accounting firm at least thirty days in advance, and the accounting firm has the right to present its views to the shareholders' meeting. If the accounting firm resigns, it must explain to the shareholders' meeting whether there are any improper circumstances on the part of the company.

## 第十章 利润分配及风险、亏损分担方式

### Chapter X Distribution of Profits, Sharing Mode of Risk and Loss

**第一百七十二条** 公司从缴纳所得税后的利润中提取储备基金、企业发展基金和职工奖励及福利基金。提取的比例由董事会确定。

**Article 171** Company shall reserve the Deposit Fund, the Enterprise Development Fund and the Staff Bonus and Welfare Fund from after-tax corporate profits. The ratio of those shall determine by the Board of Directors.

公司依法缴纳所得税和提取各项基金后的可分配利润，董事会确定分配的，按照各方股东在注册资本中的出资比例进行分配。

If the Board of Directors determine to distribute the profits when it is available for distribution after Company complete to pay including income tax and all the funds in accordance with the laws and AOA. The profit shall be distributed according to all shareholders in the registered capital contribution in the proportion of allocation.

**第一百七十二条** 公司的所有风险及亏损，按照各方股东在注册资本中的出资比例进行分配。

**Article 172** Shareholders shall be distributed with all the risks and loses of Company based on the percentages of the registered capital.

## 第十一章 投资者关系管理

### Chapter XI Investor Relationship Management

第一百七十三条 投资者关系管理的工作对象主要包括：

**Article 173** The investor relationship management shall be implemented upon the objects below:

(一) 投资者(包括在册和潜在投资者)；

(1) Investor (including registered and potential investors);

(二) 证券分析师及行业分析师；

(2) Securities analyst and industry analyst;

(三) 财经媒体及行业媒体等传播媒介；

(3) Financial and economic media, industry media and other communication media;

(四) 投资者关系顾问；

(4) Investor relationship consultant;

(五) 证券监管机构等相关部门；

(5) Security regulatory commission and related governmental organs;

(六) 其他相关个人和机构。

(6) Other related individual and organs.

第一百七十四条 投资者关系管理中公司与投资者沟通的内容主要包括：

**Article 174** The communication between the company and investors in investor relationship management shall cover the content below:

(一) 公司的发展战略，包括公司的发展方向、发展规划、竞争战略、市场战略和经营方针等；

(1) Company development strategy, including but not limited to development direction, development planning, competition strategy, market strategy and operation policy;

(二) 法定信息披露及其说明，包括定期报告和临时公告等；

(2) Information revelation and its explication in accordance with laws, including but not limited to revelation in periodical and extraordinary report;

(三) 公司依法可以披露的经营管理信息，包括生产经营状况、财务状况、新产品或新技术的研究开发、经营业绩、股利分配、管理模式及变化等；

(3) Business and management information revelation in accordance with laws, including but not limited to production and operation status, financial status, research and development of new product and technology, business performance, dividend distribution, management mode and its change;

(四) 公司依法可以披露的重大事项，包括公司的重大投资及其变化、资产重组、收购兼并、对外合作、对外担保、重大合同、关联交易、重大诉讼或仲裁、管理层变动及大股东变化等信息；

(4) Major events are allowed to be revealed in accordance with laws, including but not limited to significant investment of the company and related changes, asset restructure, merger and acquisition, external cooperation, external guarantee, significant contract, affiliated transaction, significant litigation or arbitration and changes in senior management structure and shareholders;

(五) 企业经营理念和企业文化建设；

(5) Company operation policy and company culture construction;

(六) 公司的其他相关信息。

(6) Other related information about the company.

**第一百七十五条** 公司与投资者沟通的主要方式包括但不限于：

**Article 175** The methods of the communication between the company and the investors include but not limited to the following:

(一) 定期报告与临时公告；

(1) Periodical report and extraordinary report

(二) 股东会；

(2) Shareholders general meeting

(三) 公司网站；

(3) Website of the company

(四) 一对一沟通；

(4) One to one communication

(五) 邮寄资料；

- (5) Posted materials  
(六) 电话咨询;
- (6) Telephone consultation  
(七) 现场参观;
- (7) Site visit  
(八) 分析师会议;
- (8) Analyst meeting  
(九) 其他符合中国证监会、全国中小企业股份转让系统相关规定的方式。  
(9) Other method in accordance with the regulations issued by China Security Regulatory Commission and those relating to National Equity Exchange Quotation.

## 第十二章职工 **Chapter XII Labor**

第一百七十六条 公司依法与职工签订劳动合同，参加社会保险，加强劳动保护，实现安全生产。

**Article 176** The Company shall, in accordance with the law, enter into labor contracts with its employees, participate in the social insurance system, strengthen labor protection, and ensure safe production.

## 第十三章 工会组织 **Chapter XIII Labor Union Organization**

第一百七十七条 公司职工依照《中华人民共和国工会法》组织工会，开展工会活动，维护职工合法权益。

**Article 177** The employees of the Company shall organize a trade union in accordance with the Trade Union Law of the People's Republic of China, carry out trade union activities, and safeguard the lawful rights and interests of the employees.

第一百七十八条 公司每月按企业职工实际工资总额的2%拨交工会经费，由本公司工会按照中华全国总工会制定的有关工会经费管理办法使用。

**Article 178** Company shall allow an amount of money totaling two percent of all salaries of the Company's staff and workers as labor union's funds, which the labor union of Company shall use according to the relevant managerial rules for labor union funds formulated by the relating CPR laws and regulations.

## 第十四章 通知和公告

### Chapter XIV Notices and Proclamation

#### 第一节 通知

##### Section 1 Notices

第一百七十九条 公司的通知以下列形式发出：

**Article 179** The notification of the company shall be distributed by the following means:

- (一) 以专人送出；  
(1) Special person;
- (二) 以邮件方式送出；  
(2) Mail;
- (三) 以公告方式进行；  
(3) Proclamation;
- (四) 公司章程规定的其他形式。  
(4) Other means prescribed in the AOA.

第一百八十条 公司发出的通知，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 180** Where the notice of the company is distributed by means of proclamation, all the relevant personnel shall be deemed as having acknowledged upon its distribution.

第一百八十二条 公司召开股东会的会议通知，以邮件或专人送出方式进行。

**Article 181** The shareholders conference shall be undertaken by means of mail or special persons.

第一百八十二条 公司召开董事会的会议通知，以邮件或专人送出方式进行。

**Article 182** The Board Conference shall be undertaken by means of mail or special persons.

第一百八十三条 公司召开监事会的会议通知，以邮件或专人送出方式进行。

**Article 183** The Board of Supervisors shall be undertaken by means of mail or special persons.

第一百八十四条 公司通知以专人送出的，由被送达人在送达回执上签名（或盖章），被送达日期为送达日期；公司通知以邮件送出的，自交付邮局之日起第十个工作日为送达日期；公司通知以公告方式送出的，第一次公告刊登日为送达日期。

**Article 184** Where the notice is sent by a special person, it shall be autographed (or sealed) in the acknowledgement by the receiver, the receipt date signed by the receiver shall be the date of service; where the notice of the company is sent by mail, the service date shall be ten days as of the date when the notice is delivered to the post office; where the notice is delivered by means of proclamation, the service date shall be the date when the proclamation is initially published.

第一百八十五条 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 185** Where the notice fails to be delivered to or reach the entitled receiver because of negligence, the validity of the notice shall not be affected.

## 第二节 公告

### Section 2 Proclamation

第一百八十六条 公司公开发行股票后，可以指定一家或两家报社为刊登公司公告和其他需要披露信息的报刊。

**Article 186** Company shall prescribe one or two newspapers as the media responsible for information revelation hereof after the initial public offering.

## 第十五章 合并、分立、解散和清算

### Chapter XV Merger, Split-up, Dissolution and Liquidation

#### 第一节 合并或分立

##### Section 1 Merger or Split-up

第一百八十七条 公司可以依法进行合并或者分立。

**Article 187** Merger or split-up of Company shall comply with the law and regulations.

公司合并可以采取吸收合并和新设合并两种形式。

The mergers of Company may take the form of mergers by absorption or mergers by new establishment.

第一百八十八条 公司合并或者分立，按照下列程序办理：

**Article 188** The procedure of merger or split shall be:

（一）董事会拟订合并或者分立方案；

（1）The Board of Directors shall work out Company's plans on merger or split;

（二）股东会依照章程的规定作出决议；

（2）The Shareholders' Assembly Meeting shall adopt resolutions about the split-up, change of company form, dissolution, liquidation of Company in accordance with the AOA;

（三）各方当事人签订合并或者分立合同；

（3）The parties involved in merger or split-up shall enter into an agreement;

（四）依法办理有关审批手续；

（4）Carry out relevant examination and approval procedures according to law

(五) 处理债权、债务等各项合并或者分立事宜;

(5) Process claims, debts and other matters relating to the merger or division;

(六) 办理解散登记或者变更登记。

(6) Company shall go through modification registration with the company registration authority.

**第一百八十九条** 公司合并或者分立，合并或者分立各方应当编制资产负债表和财产清单。公司自股东会作出合并或者分立决议之日起十日内通知债权人，并于三十日内在报刊上公告。

**Article 189** Where, in the process of Company merger or split, any party that involved in Company merger or split, must work out balance sheets and checklists of properties. The company shall, within ten days after the decision of reducing registered capital, notify the creditors and present proclamation on a newspaper within thirty days.

**第一百九十条** 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。公司不能清偿债务或者提供相应担保的，不进行合并或者分立。

**Article 190** The creditors shall, within thirty days after receiving the notice or within forty-five days after the issuance of proclamation if it fails to receive the notice, be entitled to demand the company to pay off the debts or to provide respective guaranties. In the event that Company fails to repay the debts or provide corresponding security, Company shall not merge or split.

**第一百九十一条** 公司合并或者分立时，公司董事会应当采取必要的措施保护反对公司合并或者分立的股东的合法权益。

**Article 191** Merger or division, the Board of Directors shall take the necessary measures to protect the legitimate interests of shareholders who oppose to the merger or division of Company.

第一百九十二条 公司合并或者分立各方的资产、债权、债务的处理，通过签订合同加以明确规定。

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。

公司分立前的债务按所达成的协议由分立后的公司承担。

**Article 192** All the parties involved shall enter into an agreement to define assets, debt, debt handling of merger or division clearly.

In the event of a merger of the Company, the claims and debts of the merging parties shall be succeeded to by the surviving company or the newly established company.

The post-split companies shall bear the liabilities for the debts of the company before its split as prescribed in the written agreement reached by the company and the creditors.

第一百九十三条 公司合并或者分立，登记事项发生变更的，公司应先取得商务主管部门的批准，并依法向公司登记机关办理变更登记；公司解散的，应向原审批机构提出报告并依法办理公司注销登记；设立新公司的，应向原审批机构提出报告并依法办理公司设立登记。

**Article 193** In the event of registration modification resulted from merger or division, the Company should first obtain the approval of the competent commercial departments, and according to the company registration authority for change of registration; Company is dissolved, shall report the original examining and approving authority shall be deregistered; a new company, they should report the original examining and approving authority for company registration law.

## 第二节 解散和清算

### **Section 2 Dissolution and Liquidation**

第一百九十四条 有下列情形之一的，公司应当解散并依法进行清算：

**Article 194** Company may be dissolved and liquidated under relevant laws in the event of one of the following circumstances:

(一) 公司章程规定的营业期限届满或者公司章程规定的其他解散事由出现;

(1) The business term stipulated in the Company's AOA expires, or any other dissolution event specified in the AOA occurs;

(二) 股东会决议解散;

(2) the shareholders' assembly meeting decides to dissolve the Company;

(三) 因公司合并或者分立需要解散;

(3) Dissolution is required due to a merger or division of the Company;

(四) 依法被吊销营业执照、责令关闭或者被撤销;

(4) Its business license is lawfully revoked, it is ordered to close down, or its registration is lawfully revoked;

(五) 人民法院依照《公司法》第二百三十一条的规定予以解散。公司出现前款规定的解散事由，应当在十日内将解散事由通过国家企业信用信息公示系统予以公示；

(5) It is dissolved by the People's Court in accordance with the provisions of Article 231 of the Company Law.

When a dissolution event specified in the preceding paragraph occurs, the Company shall, within ten (10) days, publish the cause for dissolution via the National Enterprise Credit Information Publicity System;

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

(6) The Company encounters great difficulties and its continuation may incur great loss to the interest of the shareholders, and it cannot be resolved by other means, the shareholders holding more than 10% of the voting share may petition to the people's court for its dissolution.

公司解散、清算的，应先取得商务主管部门的批准。

Company's dissolution or liquidation shall obtain the approval of the competent commerce department in advance.

第一百九十五条 公司因有本节前条第（一）、（二）、（四）、（五）、（六）项情形而解散的，应当在解散事由出现之日起十五日内成立清算组进行清算。

**Article 195** Where Company is dissolved due to (1), (2), (4), (5), (6) of the previous Article, a liquidation committee shall be established within fifteen days from the date of the liquidation committee to conduct liquidation.

公司因有本节前条第（一）、（二）项情形而解散的，清算组人员由股东会以普通决议的方式选定。

Where the Company is to be dissolved pursuant to Item (1) or (2) of the preceding Article, members of such liquidation committee shall be determined by the Shareholders' Assembly Meeting with an ordinary resolution.

公司因有本节前条第（三）项情形而解散的，清算工作由合并或者分立各方当事人依照合并或者分立时签订的合同办理。

Where the Company is to be dissolved pursuant to Item (3) of the preceding Article , liquidation shall be carried out by parties of the merger or division in accordance with the contract they entered into.

公司因有本节前条第（四）、（六）项情形而解散的，由人民法院依照有关法律的规定，组织股东、有关机关及专业人员成立清算组进行清算。

Where a company is to be dissolved due to circumstances specified in Items (4) or (6) of the preceding article of this Section, the people's court shall organize shareholders, relevant authorities, and professionals to form a liquidation committee and conduct liquidation in accordance with the provisions of relevant laws.

公司因有本节前条第（五）项情形而解散的，由有关主管机关组织股东，有关机关及专业人员成立清算组进行清算。

Where a company is dissolved due to circumstances specified in Item (5) of the preceding article of this Section, the relevant competent authority shall organize shareholders, relevant agencies, and professionals to form a liquidation committee and conduct liquidation.

**第一百九十六条** 清算期间，公司存续，但不得开展与清算无关的经营活动。公司财产在未依照前款规定清偿前，不得分配给股东。

**Article 196** During the liquidation period, the Company shall continue to exist, but shall not carry out any business activities unrelated to the liquidation. No distribution of the Company's assets to the shareholders may

be made until after the payments required by the preceding paragraph have been made in full.

第一百九十七条 清算组在清算期间行使下列职权：

**Article 197** The liquidation committee may exercise the following functions during the process of liquidation:

- (一) 通知或者公告债权人；  
(1) notifying creditors by mail or proclamation;
- (二) 清理公司财产、编制资产负债表和财产清单；  
(2) liquidating the properties of the company, producing balance sheets and asset checklists;
- (三) 处理与清算有关的公司未了结的业务；  
(3) handling and liquidating the unfinished business of the company related to the liquidation;
- (四) 清缴所欠税款以及清算过程中产生的税款；  
(4) paying off the outstanding taxes and the taxes incurred in the process of liquidation;
- (五) 清理债权、债务；  
(5) claiming credits and paying off debts;
- (六) 分配公司清偿债务后的剩余财产；  
(6) distributing the remaining properties after all the debts being paid off;
- (七) 代表公司参与民事诉讼活动。  
(7) participating in the civil proceedings of the company.

第一百九十八条 清算组应当自成立之日起十日内通知债权人，并于六十日内在报纸上公告。

**Article 198** The liquidation committee shall, notify the creditors within ten days after its formation and present proclamation on newspapers within 60 days after its formation.

第一百九十九条 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 199** The creditors shall, within thirty days after receiving the notice or within 45 days after the issuance of proclamation in the case of failing to receiving a notice, declare their credits before the liquidation committee.

**第二百条** 债权人申报债权时，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。

**Article 200** To declare credits, a creditor shall describe the relevant matters and provide relevant evidential materials. The liquidation committee shall record the declared credits

**第二百零一条** 清算组在清理公司财产、编制资产负债表和财产清单后，应当制定清算方案，并报股东会或者有关主管机关确认。

**Article 201** The liquidation committee shall, after liquidating the properties of the company and producing balance sheets and checklists of properties, make a plan of liquidation and report the report to the shareholders' meeting, the shareholders' assembly, or the people's court for confirmation.

**第二百零二条** 公司财产按下列顺序清偿：

**Article 202** Assets of the Company shall be liquidated in light of the following sequence:

- (一) 支付清算费用;
- (1) costs for liquidation;
- (二) 支付公司职工工资和劳动保险费用;
- (2) the wages and labor insurance premiums;
- (三) 交纳所欠税款;
- (3) overdue tax and fees owned by the Company;
- (四) 清偿公司债务;
- (4) common credits of Company;
- (五) 按股东持有的股份比例进行分配。
- (5) distribute to shareholders in proportion.

公司财产未按前款第（一）至（四）项规定清偿前，不分配给股东。

Before assets of the Company is liquidated in light of (1) to (4) above, such assets shall not be distributed to shareholders.

**第二百零三条** 清算组在清理公司财产、编制资产负债表和财产清单后，发现公司财产不足清偿债务的，应当依法向人民法院申请破产清算。

人民法院受理破产申请后，清算组应当将清算事务移交给人民法院指定的破产管理人。

**Article 203** If the liquidation committee finds that the properties of the company is not sufficient for paying off the debts after liquidating the properties of the company and producing balance sheets and checklists of properties, it shall file an application to the People's Court for bankruptcy liquidation.

After the People's Court accepts the bankruptcy application, the liquidation committee shall transfer all liquidation matters to the bankruptcy administrator designated by the People's Court.

**第二百零四条** 公司清算结束后，清算组应当制作清算报告，报股东会或者人民法院确认，并报送公司登记机关，申请注销公司登记。

**Article 204** After the liquidation of the company is completed, the liquidation committee shall make a liquidation report. This report shall be submitted to the shareholders' meeting or the People's Court for confirmation, and then filed with the company registration authority to apply for cancellation of the Company's registration.

**第二百零五条** 清算组成员履行清算职责，负有忠实义务和勤勉义务。清算组成员怠于履行清算职责，给公司造成损失的，应当承担赔偿责任；因故意或者重大过失给债权人造成损失的，应当承担赔偿责任。

**Article 205** Members of the liquidation committee shall owe duties of loyalty and diligence when performing their liquidation responsibilities.

Should any member of the liquidation committee fail to diligently perform their liquidation duties, thereby causing losses to the Company, they shall be liable for compensation; if losses are caused to creditors due to

intentional act or gross negligence, they shall likewise be liable for compensation.

**第二百零六条** 清算结束后，公司应向原审批机构提出报告，并向原登记机构办理注销登记手续，缴销营业执照，同时对外公告。

**Article 206** Following the completion of liquidation , Company shall deliver the reports to the original examination and approval authority , apply for cancellation of the Company's registration and business license and publicly announce the Company's termination.

**第二百零七条** 公司解散后，其各项账册及文件应当由原中国股东保存。

**Article 207** After the dissolution of the Company, its account books and documents shall be kept by its shareholders in China.

## 第十六章 修改章程

### Chapter XVI Modification of the Articles of Association

**第二百零八条** 有下列情形之一的，公司应当修改章程：

**Article 208** Company may modify the AOA under one 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) The provisions in the AOA runs against the revised laws, administrative rules after the revision of Company Law or other relevant laws, administrative rules;

(二) 公司的情况发生变化，与章程记载的事项不一致；

(2) The changes in the company is in conformity with the proceedings prescribed in the AOA;

(三) 股东会决定修改章程。

(3) The revised AOA decided by the shareholders conference.

**第二百零九条** 股东会决议通过章程修改事项，须报原审批的主管机关批准；涉及公司登记事项的，依法办理变更登记。

**Article 209** Where the proceedings in the AOA passed by the Shareholders' Assembly needs the examination and approval of the authorities in charge, it shall be submitted hereto for approval; where the registration proceedings are involved, the registration shall be handled in accordance with the law and regulations.

第二百一十条 董事会依照股东会修改章程的决议和有关主管机关的审批意见修改公司章程。

**Article 210** The Board of Directors shall examine and approve the revision of the AOA in accordance with the decision hereof and the relevant examination opinion.

第二百一十一条 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 211** Where the revision of the AOA is included in the requirements of laws and provisions, it shall be made proclamation in accordance with the relevant provisions.

## 第十七章 附则

### Chapter XVII Supplementary Provisions

第二百一十二条 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，以在工商行政管理部门最近一次核准登记后的中文版章程为准。

**Article 212** The AOA shall be written in Chinese. Where the versions written in other languages have different interpretations or meanings, the latest verified Chinese version registered in the administrative department for industry and commerce shall prevail.

第二百一十三条 公司、股东、董事、监事、高级管理人员之间涉及章程规定的纠纷，应当先行通过协商解决。协商不成的，应向公司所在地人民法院起诉。

**Article 213** The dispute arising from the AOA among or between the company or shareholder(s), or director(s), or supervisor(s) or senior

manager(s) shall be settled through friendly negotiation. If no agreement is reached through negotiation, either party may resort to file litigation in the court located where the Company is registered.

本章程由公司董事会负责解释。

The Board of Directors shall interpret this AOA.