

《开曼群岛公司法》（经修订）

盛合晶微半导体有限公司（SJ Semiconductor Corporation）

经第九次修订及重述的公司章程大纲细则

（草案）



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（2025年8月11日由特别决议通过并生效）

1. 本公司的名称为盛合晶微半导体有限公司（SJ Semiconductor Corporation）。

2. 本公司的注册办事处位于 Maples Corporate Services Limited 的办事处（地址为 PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands），或董事可决定位于开曼群岛内的有关其他地点。公司在中国境内的通讯地址为江苏省江阴市东盛西路9号。

3. 公司系依照《开曼公司法》和其他有关规定成立的豁免公司。本公司成立的宗旨并无限制，而本公司具有全部权力及权限进行开曼群岛法律并无禁止的任何事务。

4. 本公司授权发行的股本为 25,153.14748 美元，分为 2,515,314,748 股每股面值 0.00001 美元之普通股，除发行条件另行明文宣布外，每次发行之股份均享有本公司章程细则所载之权利。

5. 各股东的责任以有关股东的股份的应缴付股份的金额有限。

6. 本公司有权根据开曼群岛以外任何司法管辖区的法律，以存续方式注册为股份有限法人团体，以及于开曼群岛撤销注册。

7. 本公司章程大纲中未定义的术语具有本公司章程细则中赋予该等术语的各自含义。

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第一章 总则

第一条 为维护盛合晶微半导体有限公司（SJ Semiconductor Corporation）（以下简称“公司”、“本公司”）、股东、职工和债权人的合法权益，规范公司的组织和行为，根据《开曼群岛公司法》第 22 章（1961 年第 3 号法例，经合并及修订）及其不时做出的修订、补充（以下简称“《开曼公司法》”）和其他适用法律法规，制订本章程细则。

《开曼公司法》第一附表 A 表所载规定不适用于公司。

第二条 公司于【核准日期】经中国证券监督管理委员会（以下简称“中国证监会”）（【文号】）批准注册，首次向社会公众发行人民币普通股【股份数额】股，于【上市日期】在上海证券交易所（以下简称“上交所”）上市。

第三条 除非公司根据《开曼公司法》和章程细则规定被合并、兼并或清算，公司永久存续。

第四条 股东以其认购的股份为限对公司承担责任，公司以其全部资产对公司的债务承担责任。

第五条 公司章程细则自生效之日起，对公司及其股东、董事、高级管理人员均具有法律约束力，如同各股东在本章程细则上签名、盖章和亲自在本章程细则中作出依据《开曼公司法》遵守本章程细则所有规定的承诺。依据本章程细则，股东可以起诉股东，股东可以起诉公司董事、高级管理人员，股东可以起诉公司，公司可以起诉股东、董事和高级管理人员。

第六条 本章程细则所称“高级管理人员”是指公司的首席执行官、首席运营官、首席财务官、董事会秘书及其他董事会决定聘任的高级管理人员。

第二章 股份

第一节 股份发行

第七条 公司股份的发行，实行公开、公平、公正的原则，同类别的每一股份应当具有同等权利。根据本章程细则的规定，公司有权按照其确定的条款和条件发行任何未发行股份，但是同次发行的同类别股份，每股的发行条件和价格应当相同；认购人所认购的股份，每股支付相同价额。公司发行的人民币普通股将在中国证券登记结算有限责任公司集中存管。

第八条 除适用法律法规的规定另有允许外，公司、公司的子公司不得以赠与、垫资、担保、借款等形式，为他人取得本公司或者其母公司的股份提供财务资助，公司实施员工持股

计划或股权激励的除外。

为公司利益，经股东会决议，或者董事会按照本章程细则的规定或者股东会的授权作出决议，公司可以为他人取得本公司或者其母公司的股份提供财务资助，但财务资助的累计总额不得超过已发行股本总额的10%。董事会作出决议应当经全体董事的三分之二以上通过。

第二节 股份增加、减资和回购

第九条 依照适用法律法规的规定及本章程细则的规定，公司可以采用下列方式发行股份：

- (一) 向不特定对象发行股份；
- (二) 向特定对象发行股份；
- (三) 向公司股东派送红股；
- (四) 以公司资本公积金转增股本；
- (五) 适用法律法规允许的其他方式。

第十条 根据适用法律法规的规定，公司可减少已发行在外股份总数。公司减少已发行在外股份总数，应当履行适用法律法规及本章程细则规定的相关程序。

第十一条 公司在下列情况下，可以依照适用法律法规规定及《开曼公司法》的规定，回购本公司已发行的股份：

- (一) 为了减少公司已发行股份；
- (二) 为了与持有本公司股票的其他公司合并；
- (三) 将股份用于员工持股计划或股权激励；
- (四) 股东因对公司合并决议持异议，书面要求公司回购其股份；
- (五) 将股份用于转换公司发行的可转换为股票的公司债券；
- (六) 其他为了维护公司股份价值及股东权益或适用法律法规所允许的情况。

公司可以通过《开曼公司法》所允许的资金来源支付股份回购的对价。

除上述情形外，公司不得回购本公司股份。公司不得赎回或回购尚未完全实缴的股份，在赎回或回购会导致没有其他股东持有公司股份的情形下，公司也不得赎回或回购该股份。

第十二条 公司回购本公司股份，可以通过公开的集中交易方式，或者适用法律法规和证监会认可的其他方式进行。公司因本章程细则第十一条第一款第（一）项、第（二）项规定的情形购回本公司股份的，应当事先经股东会决议。

第十三条 公司因本章程细则第十一条第一款第（三）项、第（五）项、第（六）项规定的情形回购本公司股份的，应当经三分之二以上董事出席的董事会批准该回购行为。

第十四条 公司依照本章程细则第十一条第一款规定回购本公司股份，属于第（一）项情形的，应当自回购之日起十（10）日内注销；属于第（二）项、第（四）项情形的，根据《开曼公司法》应当注销或作为库存股（定义见《开曼公司法》第 37A 条）由公司持有，该库存股可以在回购之日起六个月内转让，前述六个月届满之时该库存股应当予以注销；属于第（三）项、第（五）项、第（六）项情形的，根据《开曼公司法》应当注销或作为库存股由公司持有，但该等库存股股份总数在任何时候不得超过本公司已发行股份总额的 10%，该等股份应当自该股份回购之日起三（3）年内转让或者注销。前述回购后作为库存股的股份，公司可根据适用法律法规的规定重新发行。

第三节 股份转让

第十五条 受限于本章程细则其他条款的规定和其他适用法律法规的规定，股东可以转让所持股份。公司股份在上交所科创板市场上市期间，股东可以中国证监会和上交所允许的方式，通过互联网系统电子方式转让其持有的在上交所上市的股份。

第十六条 除本章程细则另有规定，公司不接受以本公司的股份作为质权的标的。

第十七条 公司在上交所上市前已发行且在上交所上市的股份，自公司股票在上交所首次上市之日起一年内不得转让。公司董事、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，在下列情形下不得转让本公司的股份：（1）在就任时确定的任期内每年拟转让的股份超过其所持有本公司同一种类已发行股份总数的 25%；（2）本公司股份首次在上交所上市交易之日起一年内；（3）上述人员从公司离职后六个月内；或（4）其他适用法律法规规定的时间内。股份在适用法律法规规定的限制转让期限内出质的，质权人不得在限制转让期限内行使质权。

第十八条 公司董事、高级管理人员、持有本公司已发行股份总数量 5%以上的股东（证券公司因购入包销后剩余股票而持有 5%以上股份的，以及适用法律法规规定的其他情形除外），将其持有的本公司股票或者其他具有股权性质的证券在买入后六个月内卖出，或者在卖出后六个月内又买入，由此所得收益归本公司所有，本公司董事会将代表公司收回其所得收益。

公司董事会拒绝或不按照前款规定执行的，股东有权要求董事会在 30 日内执行。公司董事会未在上述期限内执行的，公司股东有权为了公司的利益以自己的名义或以公司的名义直接

向有管辖权法院提起诉讼。

公司董事会不按照本条第一款的规定执行的，违反本条第一款规定的董事应当向公司承担连带责任。

第三章 股东和股东会

第一节 股东

第十九条 本公司依据中国证券登记结算有限责任公司提供的凭证建立唯一股东名册。本公司股东名册的存放地在上海，并委托中国证券登记结算有限责任公司管理。中国证券登记结算有限责任公司出具的股东名册是股东持有本公司股份的唯一合法证明。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。

第二十条 公司召开股东会、分配股利、清算及从事其他需要确认股东身份的行为时，由董事会或股东会召集人确定股权登记日（以下简称“股权登记日”），股权登记日收市后登记在册的股东为享有相关权益的股东。

第二十一条 公司股东享有下列权利：

- （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；
- （二）依法请求、召集、主持、参加或者委派股东代理人参加股东会，并行使相应的表决权；
- （三）对公司的经营进行监督，提出建议或者质询；
- （四）依照适用法律法规及本章程细则的规定转让、赠与或质押其在本公司所持有的股份；
- （五）缴付成本费用后查阅、复制章程大纲、本章程细则、股东会会议记录、董事会决议、财务会计报告、股东名册；
- （六）连续 180 日以上单独或合并持有公司 3%以上已发行股份的股东可以基于正当目的查阅公司的会计账簿、会计凭证；
- （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；
- （八）公司合并时，对股东会作出的公司合并决议提出异议，并要求公司回购其股份；
- （九）适用法律法规和本章程细则规定的其他权利。

第二十二条 股东提出查阅、复制本章程细则第二十一条第（五）项规定的除章程大纲及本章程细则以外的材料，以及查阅本章程细则第二十一条第（六）项规定的材料的，应当遵

守适用法律法规的规定，并应当符合如下要求：

- （一）股东应当向公司提供证明其持有公司股份（包括该等股份的种类以及持股数量等情况）的书面文件，公司经核实股东身份后方可按照股东的要求予以提供相关资料；
- （二）股东委托注册会计师或律师查阅、复制资料的，会计师和律师的总人数不得超过【三】人，且均应当有相关从业资格证书；会计师和律师应当向公司出示身份证明及授权委托书手续；股东及其委托的会计师、律师均不得有干扰公司正常经营、泄露公司商业秘密等有损公司合法权利的情形；
- （三）无论是否委托会计师和律师辅助查阅，自然人股东本人必须到场，法人股东的法定代表人或董事必须到场；
- （四）查阅、复制的地点统一规定为公司会议室；
- （五）查阅、复制的时间统一规定为年度股东会后的1个自然月内；
- （六）股东及其委托的会计师和律师查阅、复制资料前，应与公司签订保密协议；股东不得要求公司提供依据适用法律法规规定需要披露但尚未披露的信息及涉及公司商业秘密的相关信息；公司依据适用法律法规规定需要披露但尚未披露信息以及涉及公司商业秘密的相关信息，公司可以拒绝查阅、复制。

股东提出查阅本章程细则第二十一条第（六）项规定的材料，除应当符合本章程细则第二十二条第一款规定的要求外，还应当符合如下要求：

- （一）股东应当向公司提出书面请求，说明目的及所需资料具体范围；公司有合理根据认为股东查阅会计账簿、会计凭证有不正当目的，可能损害公司合法利益的，可以拒绝提供查阅，并应当自股东提出书面请求之日起十五日内书面答复股东并说明理由；
- （二）股东每次要求查阅的会计账簿、会计凭证不得超过【一】个会计年度，每一日历年不得超过一次。股东每次进行查阅过程的起止时间不得超过【一】个工作日，股东查阅过程中对于每一份账簿材料，原则上只能查阅一次，提出再次查阅的须在第一次查阅后当天提出；
- （三）股东及其委托的会计师和律师不能进行拍照、扫描、全文摘抄等实质上构成复制的行为。

第二十三条 公司股东会、董事会决议内容违反适用法律法规的，股东有权请求有关司法管辖区的有权司法机关认定无效。

第二十四条 董事会、股东会的会议召集程序、表决方式违反适用法律法规或者本章程细则的，或者决议内容违反本章程细则的，股东可以自决议作出之日起六十日内，请求有关司法辖区的有权司法机关撤销。但是，股东会、董事会会议的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。

董事会、股东等相关方对股东会决议的效力存在争议的，应当以有管辖权法院的生效判决或者裁定为准。在有管辖权法院作出判决或者裁定前，相关方应当执行股东会决议，任何主体不得以股东会决议无效为由拒绝执行决议内容。公司、董事和高级管理人员应当切实履行职责，确保公司正常运作。

有管辖权法院对相关事项作出判决或者裁定的，公司应当依照适用法律法规履行信息披露义务，充分说明影响，并在判决或者裁定生效后积极配合执行。涉及更正前期事项的，将及时处理并履行相应信息披露义务。

第二十五条 有下列情形之一的，公司股东会、董事会的决议不成立：

- （一）除适用法律法规另有规定外，未召开股东会、董事会会议作出决议；
- （二）股东会、董事会会议未对决议事项进行表决；
- （三）出席会议的人数或者所持表决权数未达到适用法律法规或者本章程细则规定的人数或者所持表决权数；
- （四）同意决议事项的人数或者所持表决权数未达到适用法律法规或者本章程细则规定的人数或者所持表决权数。

第二十六条 审计委员会成员以外的董事、高级管理人员执行公司职务时违反适用法律法规或者本章程细则的规定，给公司造成损失的，连续 180 日以上单独或合并持有公司 1%以上已发行股份的股东，有权书面请求审计委员会在任何有关司法辖区针对董事、高级管理人员启动法律程序；审计委员会成员执行公司职务时违反适用法律法规或者本章程细则的规定，给公司造成损失的，前述股东可以书面请求董事会针对审计委员会成员启动法律程序。

审计委员会、董事会收到前款规定的股东书面请求后拒绝启动法律程序，或者自收到请求之日起 30 日内未向有管辖权的法院启动法律程序，或者情况紧急、不立即启动法律程序将会使公司利益受到难以弥补的损害的，提出书面要求的股东有权为了公司的利益以自己的名义在有关司法辖区采取法律行动并启动法律程序。

他人侵犯公司合法权益，给公司造成损失的，连续 180 日以上单独或合并持有公司 1%以上已发行股份的股东，可以依照前两款的规定以自己的名义在有关司法辖区启动法律程序。

公司全资子公司的董事、监事、高级管理人员执行职务违反法律、行政法规或者本章程

细则的规定，给公司造成损失的，或者他人侵犯公司全资子公司合法权益造成损失的，连续180日以上单独或合并持有公司1%以上已发行股份的股东，可以依照本条前三款规定，书面请求全资子公司的监事会（或监事）、董事会向有管辖权的法院提起诉讼或者以自己的名义直接向有管辖权的法院提起诉讼。公司全资子公司不设监事的，按照本条第一款、第二款的规定执行。

第二十七条 董事、高级管理人员违反适用法律法规或者本章程细则的规定，给股东造成损失的，股东可以以自己的名义在有关司法管辖区针对董事、高级管理人员启动法律程序。

第二十八条 公司股东应承担下列义务：

- （一）遵守适用法律法规和本章程细则；
- （二）依其所认购的股份缴纳出资；
- （三）除适用法律法规规定的情形外，不得退股；
- （四）不得滥用股东权利损害公司或者其他股东的利益；不得滥用公司法人独立地位和股东有限责任；不得损害公司债权人的利益；

公司股东滥用股东权利给公司或者其他股东造成损失的，应当依照适用法律法规对公司的所有损失及损害承担责任。

公司股东滥用公司法人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。

- （五）按照适用法律法规及本章程细则规定应当承担的其他义务。

第二十九条 持有公司5%以上有表决权股份的股东，对其持股股权进行质押或创设其他担保权益的，不论通过抵押、质押或其他方式，应当自该质押或担保权益创设当日，向公司作出书面报告。

第二节 控股股东和实际控制人

第三十条 公司控股股东、实际控制人应当依照适用法律法规的规定行使权利、履行义务，维护上市公司利益。

公司无控股股东及实际控制人的，相关股东依照法律法规和中国证监会的有关规定，适用本节规定。

第三十一条 公司控股股东、实际控制人应当遵守下列规定：

- （一）依法行使股东权利，不滥用控制权或者利用关联关系损害公司或者其他股东的合法权益；
- （二）严格履行所作出的公开声明和各项承诺，不得擅自变更或者豁免；
- （三）严格按照有关规定履行信息披露义务，积极主动配合公司做好信息披露工作，及时告知公司已发生或者拟发生的重大事件；
- （四）不得以任何方式占用公司资金；
- （五）不得强令、指使或者要求公司及相关人员违法违规提供担保；
- （六）不得利用公司未公开重大信息谋取利益，不得以任何方式泄露与公司有关的未公开重大信息，不得从事内幕交易、短线交易、操纵市场等违法违规行为；
- （七）不得通过非公允的关联交易、利润分配、资产重组、对外投资等任何方式损害公司和其他股东的合法权益；
- （八）保证公司资产完整、人员独立、财务独立、机构独立和业务独立，不得以任何方式影响公司的独立性；
- （九）适用法律法规和本章程细则的其他规定。

公司的控股股东、实际控制人不担任公司董事但实际执行公司事务的，适用本章程细则关于董事忠实义务和勤勉义务的规定。

公司的控股股东、实际控制人指示董事、高级管理人员从事损害公司或者股东利益的行为的，与该董事、高级管理人员承担连带责任。

第三十二条 控股股东、实际控制人质押其所持有或者实际支配的公司股票的，应当维持公司控制权和生产经营稳定。

第三十三条 控股股东、实际控制人转让其所持有的本公司股份的，应当遵守适用法律法规规定中关于股份转让的限制性规定及其就限制股份转让作出的承诺。

第三节 股东会的一般规定

第三十四条 下列有关事宜应由股东会审议：

- （一）选举和更换非职工董事，决定有关董事的报酬事项；
- （二）审议批准董事会的报告；

(三) 审议批准公司的股利分配方案和弥补亏损方案；公司年度股东会可以审议下一年度中期分红条件和上限方案并授权董事会制定执行具体方案；

(四) 批准增加或减少公司授权发行股份总数或已发行在外股份总数；

(五) 批准发行公司债券；

(六) 批准公司合并、解散、清算或者变更法律形式；

(七) 批准修改公司章程大纲或本章程细则，或者通过公司新章程大纲或章程细则；

(八) 聘用、解聘承办公司审计业务的会计师事务所；

(九) 批准本章程细则第三十六条规定的担保事项、第三十五条规定的交易事项、第三十八条规定的财务资助事项；

(十) 审议公司在一年内购买、出售重大资产单笔或累计金额超过公司最近一期经审计总资产 30% 的事项；

(十一) 审议批准变更募集资金用途事项；

(十二) 审议股权激励计划和员工持股计划；

(十三) 审议批准公司与关联人发生的交易（公司提供担保除外）金额超过人民币 3,000 万元，且占公司最近一期经审计总资产或市值 1% 以上的关联交易；

(十四) 批准本章程细则第十一条第一款第（一）项及第（二）项规定的股份回购事项；

(十五) 任命本章程细则第一百八十九条规定的自愿清算事宜的清算人、委托本章程细则七十九条规定的重要业务管理人员；

(十六) 公司年度股东会可以授权董事会决定向特定对象发行融资总额不超过人民币 3 亿元且不超过最近一年末净资产 20% 的股份，该项授权在下一年度股东会召开日失效；股东会可以在适用法律法规规定的范围内授权董事会决定发行公司债券及本章程细则第八条规定的财务资助事项；

(十七) 批准适用法律法规或本章程细则规定应当由股东会批准的其他事项。

除适用法律法规、本章程细则另有规定外，上述股东的职权不得通过授权、委托或其他方式由董事会或其他机构和个人代为行使。

第三十五条 除本章程细则第三十四条和第三十六条规定外，公司发生的交易（提供担保、提供财务资助、关联交易除外）达到下列标准之一的，应当提交股东会审议：

(一) 交易涉及的资产总额（同时存在账面值和评估值的，以高者为准）占公司最近一期经审计总资产的 50% 以上；

(二) 交易的成交金额占公司市值的 50% 以上；

(三) 交易标的(如股权)的最近一个会计年度资产净额占公司市值的 50%以上;

(四) 交易标的(如股权)最近一个会计年度相关的营业收入占公司最近一个会计年度经审计营业收入的 50%以上,且超过人民币 5,000 万元;

(五) 交易产生的利润占公司最近一个会计年度经审计净利润的 50%以上,且超过人民币 500 万元;

(六) 交易标的(如股权)最近一个会计年度相关的净利润占公司最近一个会计年度经审计净利润的 50%以上,且超过人民币 500 万元。

上述指标涉及的数据如为负值,取其绝对值计算。

以上规定的成交金额指支付的交易金额和承担的债务及费用等。交易安排涉及未来可能支付或者收取对价的、未涉及具体金额或者根据设定条件确定金额的,预计最高金额为成交金额。

第三十六条 公司下列对外担保行为,须经股东会审议通过:

- (一) 公司及公司控股子公司的对外担保总额,超过公司最近一期经审计净资产的 50%以后提供的任何担保;
- (二) 公司及公司控股子公司的对外担保总额,超过最近一期经审计总资产的 30%以后提供的任何担保;
- (三) 按照担保金额连续 12 个月内累计计算原则,超过最近一期经审计总资产的 30%的担保;
- (四) 为资产负债率超过 70%的担保对象提供的担保;
- (五) 单笔担保额超过最近一期经审计净资产 10%的担保;
- (六) 为股东、实际控制人及其关联人提供的担保;
- (七) 根据适用法律法规及本章程细则的规定,应由股东会决定的其他对外担保事项。

前款第(三)项担保,应当经出席股东会的股东所持表决权的三分之二以上通过。

公司违反适用法律法规的规定,或违反本章程细则规定的审批权限和审议程序对外提供担保的,参与违规担保决策的董事或管理人员,应依照适用法律法规及公司的规章制度承担相应的责任。

第三十七条 公司为全资子公司提供担保,或者为控股子公司提供担保且控股子公司其他股东按所享有的权益提供同等比例担保,不损害公司利益的,可以豁免适用第三十六条第一款第(一)项、第(四)项及第(五)项的规定,但是公司章程细则另有规定除外。公司应当在

年度报告和半年度报告中汇总披露前述担保。

第三十八条 财务资助事项属于下列情形之一的，应当在董事会审议通过后提交股东会审议：

- （一）单笔财务资助金额超过公司最近一期经审计净资产的 10%；
- （二）被资助对象最近一期财务报表数据显示资产负债率超过 70%；
- （三）最近 12 个月内财务资助金额累计计算超过公司最近一期经审计净资产的 10%；
- （四）适用法律法规或本章程细则规定的其他情形。

资助对象为公司合并报表范围内的控股子公司，且该控股子公司其他股东中不包含上市公司的控股股东、实际控制人及其关联人的，可以免于适用前两款规定。

第三十九条 公司购买、出售资产交易，涉及资产总额或者成交金额连续 12 个月内累计计算超过公司最近一期经审计总资产 30%的，除应当披露并进行审计或者评估外，还应当提交股东会审议，并经特别决议通过。

公司单方面获得利益的交易，包括受赠现金资产、获得债务减免、接受担保和资助等，可免于按照第三十五条的规定履行股东会审议程序。

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 1 次，应当于上一会计年度结束后的六个月内举行。

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：

- （一）董事人数不足适用法律法规规定人数或者本章程细则所定人数的 2/3 时；
- （二）单独或合计持有公司 10%以上已发行股份的股东请求召开临时股东会时；
- （三）董事会认为必要召开临时股东会时；
- （四）审计委员会提议召开时；
- （五）经全体独立董事过半数同意并提议召开时；
- （六）适用法律法规或本章程细则规定的其他情形。

第四十二条 本公司召开股东会的地点为：公司的主营业地或者向股东发送的股东会通知中指定的其他地点。

就所有股东会而言，董事会应当设置会场，以现场会议形式召开。公司还将提供上交所股

东会的网络投票平台或向股东发送股东会通知中载明的其他方式，为股东参加股东会提供便利。股东通过上述方式参加股东会的，视为出席。

第四十三条 公司召开股东会时，应当聘请律师对以下问题出具法律意见并公告：

- （一）会议的召集、召开程序是否符合股票上市地适用法律法规、本章程细则；
- （二）出席会议人员的资格、召集人资格是否合法有效；
- （三）会议的表决程序、表决结果是否合法有效；
- （四）应本公司要求对其他有关问题出具的法律意见。

第四节 股东会的召集

第四十四条 董事会应当在规定的期限内按时召集股东会。

第四十五条 经全体独立董事过半数同意，独立董事有权向董事会提议召开临时股东会。对独立董事要求召开临时股东会的提议，董事会应当根据适用法律法规和本章程细则的规定，在收到提议后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。董事会同意召开临时股东会的，应在作出董事会决议后的 5 日内发出召开股东会的通知，通知中对原提议的变更，应当征得提议召开临时股东会的独立董事的同意；董事会不同意召开临时股东会的，应根据股票上市地适用法律法规说明理由并公告。

第四十六条 审计委员会向董事会提议召开临时股东会，应当以书面形式向董事会提出。董事会应当根据适用法律法规和本章程细则的规定，在收到提议后 10 日内提出同意或者不同意召开临时股东会的书面反馈意见。

董事会同意召开临时股东会的，应当在作出董事会决议后的 5 日内向股东发送召开股东会的通知，通知中对原请求的变更，应当征得审计委员会的同意。

董事会不同意召开临时股东会，或者在收到提案后十日内未作出反馈的，视为董事会不能履行或者不履行召集股东会会议职责，审计委员会可以自行召集和主持。

第四十七条 单独或者合计持有公司 10%以上股份的股东有权向董事会请求召开临时股东会，并应当以书面形式向董事会提出。董事会应当根据适用法律法规和本章程细则的规定，在收到请求后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。

董事会同意召开临时股东会的，应当在作出董事会决议后的 5 日内向股东发送召开股东会的通知，通知中对原请求的变更，应当征得提议召开临时股东会的股东的同意。

董事会不同意召开临时股东会，或者在收到请求后 10 日内未作出反馈的，单独或者合计持有公司 10%以上股份的股东有权向审计委员会提议召开临时股东会，并应当以书面形式向审计委员会提出请求。审计委员会同意召开临时股东会的，应在收到请求 5 日内发出召开股东会的通知，通知中对原请求的变更，应当征得提议召开临时股东会的股东的同意。

审计委员会未在规定期限内发出股东会通知的，视为审计委员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和主持。

第四十八条 审计委员会或股东决定自行召集股东会的，须书面通知董事会，同时向上交所备案。

在股东会决议公告前，召集股东持股比例不得低于 10%。审计委员会或者召集股东应在发出股东会通知及股东会决议公告时，向上交所提交有关证明材料。

第四十九条 对于审计委员会或股东自行召集的股东会，董事会和董事会秘书将予配合。董事会应当提供有关股东名册。

第五十条 审计委员会或股东自行召集的股东会，会议所必需的费用由公司承担。

第五节 股东会的提案与通知

第五十一条 提案的内容应当属于股东会职权范围，有明确议题和具体决议事项，并且符合适用法律法规和本章程细则的有关规定。

第五十二条 公司召开股东会，董事会、审计委员会以及单独或者合并持有公司 1%以上已发行股份的股东，有权向公司提出提案，供股东会审议。

单独或者合计持有公司 1%以上已发行股份的股东，可以在股东会召开 10 日前提出临时提案并书面提交召集人。召集人应当在收到提案后 2 日内发出股东会补充通知，通知临时提案的内容并将该临时提案提交股东会审议，但临时提案违反适用法律法规或本章程细则的有关规定，或者不属于股东会职权范围的，召集人有权不作为临时提案采纳。

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

股东会通知中未列明或不符合本章程细则第五十一条规定的提案，不得在股东会上进行表决、审议。

在公司发生本章程细则第一百一十三条第二款规定的情形下，收购方及其一致行动人向公司股东会提出关于出售公司资产或收购其他资产等议案时，应在议案中对于出售、收购资

产的基本情况、交易发生的必要性、定价方式及其合理性、收购或出售资产的后续安排以及该次交易对公司持续盈利能力的影响等事项做出充分的分析及说明，并提供全部相关资料。构成重大资产重组的，按照《上市公司重大资产重组管理办法》等适用法律法规的规定办理。

第五十三条 召集人将在年度股东会召开 20 日前以本章程细则规定的方式通知各股东，临时股东会将于会议召开 15 日前以本章程细则规定的方式通知各股东。公司在计算起始期限时，不包括会议召开当日。

第五十四条 股东会的通知包括以下内容：

- （一）股东会的时间、地点和会议期限；
- （二）提交股东会审议的事项和提案；
- （三）以明显的文字说明：全体股东均有权出席股东会，并可以书面委托代理人出席会议和代其参加表决，该股东代理人不必是公司的股东；
- （四）有权出席股东会股东的股权登记日；
- （五）会务常设联系人姓名，电话号码；
- （六）网络或其他方式的表决时间及表决程序。

第五十五条 股东会拟讨论董事选举事项的，股东会通知中将充分披露拟当选为非职工董事候选人（以下简称“非职工董事候选人”）的详细资料，至少包括以下内容：

- （一）教育背景、工作经历、兼职等个人情况；
- （二）非职工董事候选人与本公司或本公司的控股股东及实际控制人（如有）是否存在关联关系；
- （三）披露非职工董事候选人持有本公司的股份数量；
- （四）非职工董事候选人是否受过中国证监会、中国其他政府部门或中国证券交易所惩戒。除采取累积投票制选举非职工董事候选人外，每位非职工董事候选人应当以单项提案提出。

在公司发生本章程细则第一百一十三条第二款规定的情形下，收购方及其一致行动人提名的非职工董事候选人应当具有与公司主营业务相同的业务管理经验以及履行董事职责相适应的专业能力和知识水平，同时该非职工董事候选人应当具有在相关行业较长的任职的经历。

第五十六条 发出股东会通知后，无正当理由，股东会不应延期或取消，股东会通知中列

明的提案不应取消。一旦出现延期或取消的情形，召集人应当在原定召开日前至少两个工作日通知并说明延期或取消的原因。

第六节 股东大会的召开

第五十七条 公司董事会和其他召集人应采取必要措施，保证股东大会的正常秩序。对于干扰股东大会、寻衅滋事和侵犯股东合法权益的行为，将采取措施加以制止并及时报告有关部门查处。

第五十八条 股权登记日登记在股东名册的所有股东或其代理人，均有权出席股东大会，并依照适用法律法规及本章程细则行使表决权。股东可以亲自出席股东大会，也可以委托代理人代为出席。

第五十九条 个人股东亲自出席会议的，应出示本人身份证或其他能够表明其身份的有效证件或证明；委托代理人代为出席会议的，代理人应出示本人有效身份证件、股东授权委托书。

法人股东应由法定代表人（授权代表）或者法定代表人（授权代表）委托的代理人出席会议。法定代表人（授权代表）出席会议的，应出示本人身份证、能证明其具有法定代表人（授权代表）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（授权代表）出具的书面授权委托书。

第六十条 股东出具的委托他人出席股东大会的委托书应当载明下列内容：

- （一）委托人姓名或者名称、持有公司股份的类别和数量；
- （二）代理人的姓名或者名称；
- （三）股东的具体指示，包括对列入股东会议程、通知的每一审议事项投赞成、反对或弃权票的指示；
- （四）授权委托书的签发日期和有效期限；
- （五）委托股东的签名（或盖章）。委托人为法人股东的，应在授权委托书上加盖法人单位印章。

第六十一条 授权委托书由委托人授权他人签署的，授权签署的授权书或者其他授权文件应当经过公证。经公证的授权书或者其他授权文件和授权委托书均需备置于召集股东大会的通知中指定的地方，在任何情形下，应在股东大会召集人宣布该股东大会开始前提交给公司。

股东为法人的，由其法定代表人（授权代表）或者该法人单位的董事会、其他决策机构决议授权的其他人作为代表出席股东会。

第六十二条 出席股东会人员的会议登记册由公司负责制作。会议登记册应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。

第六十三条 召集人和公司聘请的律师将依据股东名册对股东资格的合法性进行验证，并登记股东姓名（或名称）及其所持有表决权的股份数。在会议主持人在股东会上宣布现场出席会议的股东和代理人所持有表决权的股份总数之前，会议登记应当终止。

第六十四条 股东会召开时，本公司董事可以出席，董事会秘书应当出席会议。股东会要求董事、高级管理人员列席会议的，董事、高级管理人员应当列席并接受股东的质询，但因客观原因无法列席的情况除外。

第六十五条 股东会由董事长主持。董事长不能履行职务或不履行职务时，由过半数公司董事共同推举和委任的一名董事主持股东会。审计委员会自行召集的股东会，由审计委员会召集人主持。审计委员会召集人不能履行职务或者不履行职务时，由过半数的审计委员会成员共同推举的一名审计委员会成员主持。股东（“召集股东”）自行召集的股东会，由召集股东推举代表主持。召开股东会时，会议主持人违反股东会的议事规则使股东会无法继续进行的，经现场出席股东会过半数有表决权的股东和代理人同意，股东会可推举一人担任会议主持人，继续开会。

第六十六条 公司制定股东会议事规则，详细规定股东会的召集、召开和表决程序，包括通知、登记、提案的审议、投票、计票、表决结果的宣布、会议决议的形成、会议记录、签署以及公告等内容，以及股东会对董事会的授权原则，授权内容应明确具体。

第六十七条 在年度股东会上，董事会应当就其过去一年的工作向股东会作出报告。每名独立董事也应作出述职报告。

第六十八条 董事、高级管理人员在股东会上就股东的质询和建议作出解释和说明，但是涉及公司商业秘密不能在股东会上公开的除外。

第六十九条 会议主持人应当在表决前宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数，现场出席会议的股东和代理人人数及所持有表决权的股份总数以会议登记

为准。

第七十条 股东会应有会议记录，由董事会秘书负责。会议记录记载以下内容：

- （一）会议时间、地点、议程和召集人姓名或名称；
- （二）会议主持人以及出席或列席会议的董事、首席执行官和其他高级管理人员姓名（无论是否享有投票权）；
- （三）出席会议的股东和代理人人数、所持有表决权的股份总数及占公司已发行股份总数的比例；
- （四）对每一提案的审议经过、发言要点和表决结果；
- （五）股东的质询意见或建议以及相应的答复或说明；
- （六）律师、计票人、监票人姓名；
- （七）本章程细则规定应当载入会议记录的其他内容。

第七十一条 出席会议的董事、董事会秘书、召集人或其代表、会议主持人应当在会议记录上签名，并保证股东会会议记录内容真实、准确和完整。会议记录应当与股东名册、授权委托书及其他方式表决情况的有效资料一并保存，保存期限不少于 10 年。

第七十二条 召集人应当保证股东会连续举行，直至形成最终决议。因不可抗力等特殊原因导致股东会中止或不能作出决议的，应采取必要措施尽快恢复召开股东会或直接终止本次股东会，并及时公告。同时，召集人应向主管中国证监会派出机构及上交所报告。

第七节 股东会的表决和决议

第七十三条 股东会决议分为普通决议和特别决议。

“普通决议”应当由出席股东会的股东（包括委托代理人出席股东会会议的股东）所持表决权的过半数通过。

“特别决议”应当由出席股东会的股东（包括委托代理人出席股东会会议的股东）所持表决权的三分之二以上通过。

股东会审议、讨论的重大事项涉及中小投资者利益的，中小投资者的票数应单独计数，但不影响全体股东作为整体的投票结果。单独计数结果应及时向公众披露。

第七十四条 下列事项须由股东会以普通决议通过：

- (一) 董事会的工作报告;
- (二) 董事会拟定的股利分配方案和公司弥补亏损方案、下一年度中期分红条件和上限方案;
- (三) 董事会成员的任免及其报酬和支付方法;
- (四) 除适用法律法规规定或者本章程细则第七十五条规定所列应当以特别决议通过的以外的其他事项。

第七十五条 下列事项应由股东会以特别决议通过:

- (一) 公司增加或者减少授权发行股份总数或已发行在外股份总数;
- (二) 公司的合并、分拆、解散、清算及变更公司形式;
- (三) 章程大纲或章程细则的修改;
- (四) 公司在一年内购买、出售重大资产或者担保金额超过公司最近一期经审计总资产的30%;
- (五) 股权激励计划;
- (六) 本章程细则第十一条第一款第(一)项及第(二)项规定的股份回购事项;
- (七) 在公司发生本章程细则第一百一十三条第二款规定的情形下,收购方及其一致行动人为实施收购而向股东会提交的关于购买或出售资产、租入或租出资产、赠与资产、关联交易、对外投资等议案;
- (八) 适用法律法规或本章程细则规定的应当经股东会特别决议批准的其他事项,或者股东会以普通决议认定会对公司产生重大影响的应当经特别决议批准的其他事项。

第七十六条 股东会的召开应有两名以上股东亲自或委托代理人出席以满足法定人数的要求。股东以其所持有的有表决权的股份数行使表决权,每一股份享有一票表决权。

公司本身持有的库存股没有表决权,且该部分股份不计入出席股东会的股东所持表决权的股份总数。

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

公司董事会、独立董事和持有1%以上有表决权股份的股东或者依照适用法律法规或者国务院证券监督管理机构的规定设立的投资者保护机构可以作为征集人,自行或者委托证券公司、证券服务机构,公开请求公司股东委托其代为出席股东会,并代为行使提案权、表决权等股东权利。

依照前述规定征集股东权利的，征集人应当披露征集文件，公司应当予以配合。禁止以有偿或者变相有偿的方式公开征集股东权利。除法定条件外，公司不得对征集投票权提出最低持股比例限制。

第七十七条 在股东会上提议关联交易时，关联股东不得参与有关关联交易的投票表决，其所代表的有表决权的股份数不计入有效表决总数；股东会决议应当充分披露非关联股东的表决情况。

第七十八条 公司应在保证股东会合法、有效的前提下，通过各种方式和途径，为股东出席股东会提供便利。

第七十九条 除公司处于危机等特殊情况下，非经股东会以特别决议批准，公司将不与董事、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。

第八十条 非职工董事候选人名单以提案的方式提请股东会表决。

股东会根据本章程细则的规定就选举董事进行决议时，可以实行累积投票制。下列情形，应当实行累积投票制：

（一）选举两名以上独立董事；

（二）单一股东及其一致行动人拥有权益的股份比例在 30%及以上。

前款所称“累积投票制”是指股东会选举董事时，每一股份拥有与应选董事人数相同的表决权，股东拥有的表决权可以集中使用。董事会应当向股东公告候选董事的简历和基本情况。

第八十一条 除累积投票制外，股东会将对所有提案进行逐项表决，对同一事项有不同提案的，将按提案提出的时间顺序进行表决。除因不可抗力等特殊原因导致股东会中止或不能作出决议外，股东会将对提案进行搁置或拒绝表决。

第八十二条 非职工董事提名的方式和程序为：

（一）持有或合并持有公司已发行股份的 1%以上股份的股东可以以书面提案方式向股东会提出非职工董事候选人，但提名的非职工董事候选人人数必须符合本章程细则的规定，并且不得多于拟选董事人数。股东向公司提出的上述提案应当在股东会召开日前至少 10 天送达公司，提名委员会对非职工董事候选人提交的个人详细资料进行任职资格审核并向董事会提出是否符合条件的建议，董事会应对推荐人选进行资格复审，经审议通过后形成正式提案提交股东会审议。

（二）董事会可以在本章程细则规定的非职工董事候选人人数范围内，按照拟选任的董

事人数，提出非职工董事候选人的建议名单，并应以书面提案的方式向股东会提出。

(三) 独立董事的提名由公司另行制定独立董事制度予以规定。

(四) 有关提名非职工董事的意图、被提名人表明愿意接受提名的书面通知，以及被提名人情况的有关书面材料，应在股东会举行日期不少于 5 天前发给公司。董事会应当向股东提供非职工董事候选人的简历和基本情况。

第八十三条 遇有增补非职工董事空缺的，按照第八十二条规定的非职工董事提名方式和程序，由股东会予以选举和任命。

第八十四条 股东会审议提案时，不会对提案进行修改，若变更，则应当被视为一个新的提案，不能在本次股东会上进行表决。

第八十五条 每个股东只能选择现场、网络或其他表决方式中的一种。同一表决权出现重复表决的以第一次投票结果为准。

第八十六条 股东会采取记名方式投票表决。

第八十七条 在股东会上对提案进行表决前，出席股东会的股东应当推举两名股东参加计票和监票。审议事项与股东有关联关系的，关联股东及其代理人不得参加计票、监票。

股东会对提案进行表决时，应当由律师、股东代表负责计票、监票，并当场公布表决结果，决议的表决结果载入会议记录。

通过网络或其他方式投票的公司股东或其代理人，有权通过相应的投票系统查验自己的投票结果。

第八十八条 股东会现场结束时间不得早于网络或其他方式。股东会主持人应当宣布所有投票的表决结果和每一提案的表决结果，并根据表决结果宣布提案是否通过。

在公司正式公布表决结果前，出席股东会的所有人，包括股东会现场及其他表决方式中所涉及的监票人、计票人、表决人、网络服务方、股东和其他相关方等对表决结果均负有严格保密义务。

第八十九条 出席股东会的股东，应当对提交表决的提案发表以下意见之一：同意、反对或弃权。

未填、错填、字迹无法辨认的表决票、未投的表决票均视为投票人放弃表决权利，其所持

股份数的表决结果应计为“弃权”。

第九十条 会议主持人如果对表决结果有任何怀疑，可以对所投票数组织点票；如果会议主持人未进行重新点票，出席会议的股东或者股东代理人对会议主持人宣布的表决结果有异议的，有权在宣布表决结果后立即要求点票，会议主持人应当立即组织重新点票。

第九十一条 股东会决议应当及时公告，公告中应列明出席会议的股东和代理人人数、所持有表决权的股份总数及占公司有权表决权股份总数的比例、表决方式、每项提案的表决结果和通过的各项决议的详细内容。提案未获通过，或者本次股东会变更前次股东会决议的，应当在股东会决议公告中作特别提示。

第九十二条 股东会通过有关董事选举提案的，新任董事的就任时间为股东会决议中指定的时间；若股东会决议未指明就任时间，则新任董事自股东会决议之日起就任。

第九十三条 在股东会上通过有关派现、送股或资本公积转增股本提案的，公司将在股东会召开之日起两个月内实施该提案的具体方案。

第四章 董事会

第一节 董事

第九十四条 公司董事为自然人，有下列情形之一的，不能担任公司的董事：

- (一) 无民事行为能力或者限制民事行为能力；
- (二) 因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序，被判处有期徒刑，或者因犯罪被剥夺政治权利，执行期满未逾五年；被宣告缓刑的，自缓刑考验期满之日起未逾二年；
- (三) 担任破产清算的公司、企业的董事或者厂长、经理，对该公司、企业的破产负有个人责任的，自该公司、企业破产清算完结之日起未逾3年；
- (四) 担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人，并负有个人责任的，自该公司、企业被吊销营业执照、责令关闭之日起未逾3年；
- (五) 个人所负数额较大的债务到期未清偿被人民法院列为失信被执行人；
- (六) 被中国证监会采取不得担任上市公司董事、高级管理人员的证券市场禁入措施，期限尚未届满的；
- (七) 被证券交易所公开认定为不适合担任上市公司董事、监事和高级管理人员，期限

尚未届满；

(八) 适用法律法规规定的其他情形。

违反本条规定选举、委派董事的，该选举、委派或者聘任无效。董事出现本条情形的，应自动取消董事资格，不得担任公司董事。董事出现前述第（一）至（七）项情形的，相关董事应当立即停止履职并由公司按相应规定解除其职；董事出现前述第（八）项情形的，公司应当在该事实发生之日起三十日内解除其职务。相关董事应当停止履职但未停止履职或应被解除职务但仍未解除，参加董事会及其专门委员会会议、独立董事专门会议并投票的，其投票无效且不计入出席人数。

第九十五条 非职工董事由股东会选举或更换，董事任期3年，任期届满可连选连任。

每位董事的任期自受委任之日起至三年后的股东会选举下一届董事会或职工民主选举职工董事之时。董事任期届满未及时改选，在改选出的董事就任前，原董事应当依照适用法律法规和本章程细则的规定，继续履行董事职务。

非职工董事任期届满以前，股东会不得无故解除其职务；发生适用法律法规规定或本章程细则约定的事由的情形下，股东会可以以普通决议的方式将任何任期未届满的董事罢免，但应当说明理由。

董事可以兼任公司的高级管理人员，但兼任高级管理人员职务的董事以及职工董事总计不得超过公司董事总数的1/2。

为保持公司经营决策的稳定性和连续性并维护公司和股东的合法利益，在公司发生本章程细则第一百一十三条第二款规定的情形下，新改组或换届的董事会成员应至少有2/3以上的原董事会成员继续留任。

第九十六条 董事应当遵守适用法律法规和本章程细则，对公司负有忠实义务，应当采取措施避免自身利益与公司利益冲突，不得利用职权牟取不正当利益。

董事对公司负有下列忠实义务：

- (一) 不得侵占公司财产、挪用公司资金；
- (二) 不得将公司资金以其个人名义或者其他个人名义开立账户存储；
- (三) 不得利用职权贿赂或者收受其他非法收入；
- (四) 未向董事会或者股东会报告，并按照本章程细则的规定经董事会或者股东会决议通过，不得直接或者间接与本公司订立合同或者进行交易；
- (五) 不得利用职务便利，为自己或他人谋取本应属于公司的商业机会，但向董事会或者股东会报告并经股东会决议通过，或者公司根据适用法律法规或者本章程细则的规

定不能利用该商业机会的除外；

- (六) 未向董事会或者股东会报告，并经股东会决议通过，不得自营或者为他人经营与本公司同类的业务；
- (七) 不得接受他人与公司交易的佣金归为己有；
- (八) 不得擅自披露公司秘密，不得利用内幕信息获取不法利益；离职后履行与公司约定的竞业禁止义务；
- (九) 不得利用其关联关系损害公司利益；
- (十) 不得为拟实施或正在实施收购公司的任何组织或个人及其收购行为提供任何形式的有损公司或股东合法权益的便利或帮助；
- (十一) 维护公司及全体股东利益，不得为股东、员工、本人或者其他第三方的利益损害公司利益；
- (十二) 适用法律法规及本章程细则规定的其他忠实义务。

董事因前述行为所得的收入，应当归公司所有；给公司造成损失的，应对公司遭受的所有损失和损害承担个人赔偿责任。

董事、高级管理人员的近亲属，董事、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、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，适用本条第二款第（四）项规定。

第九十七条 董事应当遵守适用法律法规和本章程细则，对公司负有勤勉义务，执行职务应当为公司的最大利益尽到管理者通常应有的合理注意。

董事对公司负有下列勤勉义务：

（一）应谨慎、认真、勤勉地行使公司赋予的权利，以保证公司的商业行为符合所有适用法律法规的要求，包括中国法律、中国有关行政法规以及中国各项经济政策的要求，商业活动不超过公司营业执照（不论在何地签发）规定的业务范围；

（二）应公平对待所有股东；

（三）及时了解公司业务经营管理状况，及时向董事会报告相关问题和风险，不得以对公司业务不熟悉或者对相关事项不了解为由主张免除责任；

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

（五）应当如实向审计委员会提供有关情况和资料，不得妨碍审计委员会行使职权；

（六）积极推动公司规范运行，督促公司履行信息披露义务，及时纠正和报告公司的违

规行为，支持公司履行社会责任；

（七）保证有足够的时间和精力参与上市公司事务，审慎判断审议事项可能产生的风险和收益；原则上应当亲自出席董事会会议，因故授权其他董事代为出席的，应当审慎选择受托人，授权事项和决策意向应当具体明确，不得全权委托；

（八）适用法律法规规定及本章程细则规定的其他勤勉义务。

第九十八条 董事连续两次未能亲自出席，也不指定、委托其他董事作为代理人代其出席董事会会议，视为不能履行职责，董事会应当建议股东会撤换该董事。

第九十九条 董事可以在任期届满之前向董事会提交书面辞职报告以辞任。董事会应在两个交易日内向公众披露有关情况。

如因董事的辞职导致公司董事会低于法定最低人数、独立董事辞职导致公司董事会或专门委员会中独立董事所占比例不符合适用法律法规或本章程细则规定或者独立董事中没有会计专业人士时，在选举出替换董事前，现任董事仍应当依照适用法律法规和本章程细则规定，继续履行董事职务。

在前款所列情形下，董事辞职报告应当在下任董事填补因其辞职产生的空缺后方能生效，除前款所列情形外，董事辞职自书面辞职报告送达董事会时生效。董事提出辞职的，公司应当在 60 日内完成补选，确保董事会及其专门委员会构成符合法律法规和公司章程的规定。

第一百条 公司应进行董事离职管理，明确对未履行完毕的公开承诺以及其他未尽事宜追偿追偿的保障措施。董事终止出任公司董事时，不论是因董事辞职或者任期届满或其他原因，应向董事会办妥所有移交手续，其对公司和股东承担的忠实义务，在终止出任公司董事后并不当然解除，在离职后两年内应继续有效，其对公司商业秘密的保密义务在终止出任公司董事后仍然有效，直至该等秘密成为公开信息。其他义务的持续期间应当根据公平的原则确定，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。董事在任职期间因执行职务而应承担的责任，不因离任而免除或者终止。

第一百〇一条 股东会可以决议解任董事，决议作出之日解任生效。

无正当理由，在任期届满前解任董事的，董事可以要求公司予以赔偿。

第一百〇二条 未经本章程细则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。

第一百〇三条 董事执行公司职务，给他人造成损害的，公司将承担赔偿责任；董事存在故意或者重大过失的，也应当承担赔偿责任。董事执行公司职务时违反适用法律法规或本章程细则的规定，给公司造成损失或损害的，应当承担赔偿责任。

第二节 独立董事

第一百〇四条 独立董事应按照适用法律法规和本章程细则的规定，认真履行职责，在董事会中发挥参与决策、监督制衡、专业咨询作用，维护公司整体利益，保护中小股东合法权益。

第一百〇五条 独立董事必须保持独立性。下列人员不得担任独立董事：

- （一）在公司或者其附属企业任职的人员及其配偶、父母、子女、主要社会关系；
- （二）直接或者间接持有公司已发行股份 1%以上或者是公司前十名股东中的自然人股东及其配偶、父母、子女；
- （三）在直接或者间接持有公司已发行股份 5%以上的股东或者在公司前五名股东任职的人员及其配偶、父母、子女；
- （四）在公司控股股东、实际控制人的附属企业任职的人员及其配偶、父母、子女；
- （五）与公司及其控股股东、实际控制人或者其各自的附属企业有重大业务往来的人员，或者在有重大业务往来的单位及其控股股东、实际控制人任职的人员；
- （六）为公司及其控股股东、实际控制人或者其各自附属企业提供财务、法律、咨询、保荐等服务的人员，包括但不限于提供服务的中介机构的项目组全体人员、各级复核人员、在报告上签字的人员、合伙人、董事、高级管理人员及主要负责人；
- （七）最近十二个月内曾经具有第一项至第六项所列举情形的人员；
- （八）适用法律法规和本章程细则规定的不具备独立性的其他人员。

前款第（四）项至第（六）项中的公司控股股东、实际控制人的附属企业，不包括与公司受同一国有资产管理机构控制且按照相关规定未与公司构成关联关系的企业。

独立董事应当每年对独立性情况进行自查，并将自查情况提交董事会。董事会应当每年对在任独立董事独立性情况进行评估并出具专项意见，与年度报告同时披露。

第一百〇六条 担任公司独立董事应当符合下列条件：

- (一) 根据适用法律法规，具备担任上市公司董事的资格；
- (二) 符合本章程细则规定的独立性要求；
- (三) 具备上市公司运作的基本知识，熟悉相关法律法规和规则；
- (四) 具有五年以上履行独立董事职责所必需的法律、会计或者经济等工作经历；
- (五) 具有良好的个人品德，不存在重大失信等不良记录；
- (六) 适用法律法规和本章程细则规定的其他条件。

第一百〇七条 独立董事作为董事会的成员，对公司及全体股东负有忠实义务、勤勉义务，审慎履行下列职责：

- (一) 参与董事会决策并对所议事项发表明确意见；
- (二) 对公司与控股股东、实际控制人、董事、高级管理人员之间的潜在重大利益冲突事项进行监督，保护中小股东合法权益；
- (三) 对公司经营发展提供专业、客观的建议，促进提升董事会决策水平；
- (四) 适用法律法规和本章程细则规定的其他职责。

第一百〇八条 独立董事行使下列特别职权：

- (一) 独立聘请中介机构，对公司具体事项进行审计、咨询或者核查；
- (二) 向董事会提议召开临时股东会；
- (三) 提议召开董事会会议；
- (四) 依法公开向股东征集股东权利；
- (五) 对可能损害公司或者中小股东权益的事项发表独立意见；
- (六) 适用法律法规和本章程细则规定的其他职权。

独立董事行使前款第（一）项至第（三）项所列职权的，应当经全体独立董事过半数同意。

独立董事行使第一款所列职权的，公司将及时披露。上述职权不能正常行使的，公司将披露具体情况和理由。

第一百〇九条 下列事项应当经公司全体独立董事过半数同意后，提交董事会审议：

- (一) 应当披露的关联交易；
- (二) 公司及相关方变更或者豁免承诺的方案；
- (三) 公司被收购时，董事会针对收购拟作出的决策及采取的措施；

(四) 法律法规、中国证监会规定和本章程细则规定的其他事项。

第一百一十条 公司建立全部由独立董事参加的专门会议机制。董事会审议关联交易等事项的，由独立董事专门会议事先认可。

公司定期或者不定期召开独立董事专门会议。本章程第一百〇八条第一款第（一）项至第（三）项、第一百〇九条所列事项，应当经独立董事专门会议审议。

独立董事专门会议可以根据需要研究讨论公司其他事项。独立董事专门会议由过半数独立董事共同推举一名独立董事召集和主持；召集人不履职或者不能履职时，两名及以上独立董事可以自行召集并推举一名代表主持。

独立董事专门会议应当按规定制作会议记录，独立董事的意见应当在会议记录中载明。独立董事应当对会议记录签字确认。

公司为独立董事专门会议的召开提供便利和支持。

第三节 董事会

第一百一十一条 公司设董事会，对股东会负责。

第一百一十二条 公司董事会由九名董事组成，其中职工董事一名，除独立董事之外的非职工董事五名，独立董事为三名，设董事长一名。

第一百一十三条 董事会行使下列职权：

- （一）召集股东会，并向股东会报告工作；
- （二）执行股东会上通过的决议；
- （三）决定公司的经营计划（含公司年度财务预算方案）和投资方案；
- （四）制订公司的股利分配方案和弥补亏损方案、下一年度中期分红条件和上限方案；
- （五）制订公司增加或者减少授权发行股份总数或已发行在外股份总数、发行公司债券及公司股票在有关证券交易所上市方案；
- （六）拟订公司重大收购、回购本公司已发行股份或者合并、解散及变更公司形式的方案；
- （七）决定本章程细则第十一条第一款第（三）项、第（五）项、第（六）项规定的股份回购事项；
- （八）在本章程细则规定范围内或股东会授权范围内，决定公司对外投资、收购或出售

资产、资产抵押、对外担保事项、委托理财、关联交易、对外捐赠、财务资助等事项；超过本章程细则规定范围或股东会授权范围的事项，应当提交股东会审议；

（九）决定公司内部管理机构的设置；

（十）决定与其持股百分之九十以上的公司合并且支付的价款不超过本公司净资产 10% 的合并事项；

（十一）聘任或者解聘公司首席执行官、董事会秘书；根据首席执行官的提名，聘任或者解聘公司高级管理人员；决定前述高级管理人员的报酬事项和奖惩事项；

（十二）制定公司的基本管理制度；

（十三）制订公司章程大纲或本章程细则的修改方案；

（十四）向股东会提请聘请或更换承办公司审计业务的会计师事务所；

（十五）听取公司首席执行官的工作汇报并检查首席执行官的工作；

（十六）制订公司的股权激励计划方案，并根据股东会审议批准的股票期权计划或股权激励计划，决定一次性授出或分次授出股票期权或激励股权，但累计授出的股票期权或激励股权涉及的标的股票总额不超过股票期权计划或股权激励计划所涉及的标的股票总额；

（十七）决定董事会专门委员会的设置；

（十八）审议批准本章程细则第三十六条规定须经股东会审议范围以外的公司对外担保事项；

（十九）管理公司信息披露事项；

（二十）批准本章程细则第一百八十九条规定的依据本章程细则被指定为公司清算人的人员；

（二十一）依据公司年度股东会的授权，决定向特定对象发行融资总额不超过人民币三亿元且不超过最近一年末净资产 20% 的股份，根据公司股东会授权决定发行公司债券及公司章程第八条规定的财务资助事项；

（二十二）适用法律法规或本章程细则规定或股东会授予的其他职权；

在发生任何一方未经公司董事会同意的情况下通过收购或一致行动等方式获得公司控制权或获得能够对公司决策产生重大影响力的股份的情况下，为确保公司经营管理的持续稳定，最大限度维护公司及股东的整体及长远利益，董事会可自主采取应对措施。董事会的行动不得损害公司和股东的合法权益，如果拟实施的应对措施涉及需由股东会审议的事项，董事会需向股东会提交相关议案并提请股东会审议。

第一百一十四条 公司董事会应当就公司会计师事务所对公司财务报告出具的非标准审计

意见向股东会作出说明。

第一百一十五条 董事会制定董事会议事规则，以确保董事会落实股东会上通过的决议，提高工作效率，保证科学决策。

第一百一十六条 董事会应当确定涉及对外投资、收购或出售资产、资产抵押、对外担保事项、委托理财、关联交易、对外捐赠等的权限，建立严格的审查和决策程序；需经股东会批准的重大投资项目在报股东会审议前应当组织有关专家、专业人员进行评审。

第一百一十七条 公司发生的交易（提供担保、提供财务资助、关联交易除外）达到下列标准之一的，应当提交董事会审议，并及时披露：

（一）交易涉及的资产总额（同时存在账面值和评估值的，以高者为准）占公司最近一期经审计总资产的 10%以上；

（二）交易的成交金额占公司市值的 10%以上；

（三）交易标的（如股权）的最近一个会计年度资产净额占公司市值的 10%以上；

（四）交易标的（如股权）最近一个会计年度相关的营业收入占公司最近一个会计年度经审计营业收入的 10%以上，且超过人民币 1,000 万元；

（五）交易产生的利润占公司最近一个会计年度经审计净利润的 10%以上，且超过人民币 100 万元；

（六）交易标的（如股权）最近一个会计年度相关的净利润占公司最近一个会计年度经审计净利润的 10%以上，且超过人民币 100 万元。

上述指标涉及的数据如为负值，取其绝对值计算。对于董事会权限范围内的担保事项，除应当经全体董事的过半数通过外，还应当经出席董事会会议的三分之二以上董事同意。

第一百一十八条 董事会设董事长一人。董事长应当具有与公司主营业务相同的业务管理经验以及履行董事长职责相适应的专业能力和知识水平，由公司全体董事的过半数选举产生。

第一百一十九条 董事长行使下列职权：

（一）主持股东会和召集、主持董事会会议；

（二）督促、监督董事会决议的执行、实施；

（三）组织制订董事会运作的各项制度，协调董事会的运作；

(四) 听取公司高级管理人员定期或不定期的工作报告，对董事会决议的执行提出指导性意见；

(五) 适用法律法规或本章程细则规定，以及董事会授予的其他职权。

第一百二十条 公司董事长不能履行职务或者不履行职务的，由过半数董事共同推举一名董事履行职务。

第一百二十一条 董事会每年至少召开两次董事会会议，由董事长召集，于会议召开十(10)日以前书面通知全体董事。

第一百二十二条 代表十分之一以上表决权的股东、三分之一以上董事或者审计委员会，可以提议召开董事会临时会议。董事长应当自接到提议后 10 日内，召集和主持董事会会议。

第一百二十三条 董事会召开临时董事会会议的通知可通过本章程细则规定的方式发出；该通知应至少在会议召开之日前 5 日或全体董事于会前或会后同意的较短通知期限内送达全体董事，情况紧急，需要尽快召开董事会临时会议的，可以随时通过电话、传真或者电子邮件方式发出会议通知，但召集人应当在会议通知及会议上作出说明。

第一百二十四条 董事会会议通知包括以下内容：

- (一) 会议的日期、地点、期限；
- (二) 会议的召开方式；
- (三) 拟审议的事项；
- (四) 会议召集人和主持人；
- (五) 发出通知的时间。

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

第一百二十五条 除本章程细则另有规定，董事会会议应有过半数的董事出席，即达到会议的法定人数时，方可举行。

董事会决议的表决，实行一人一票。

第一百二十六条 董事与向董事会提议的决议所涉及的企业或个人有关联关系的，该董事应当及时向董事会书面报告。有关联关系的董事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，其表决权不计入表决权总数。该董事会会议由过半数的无关联关系董事出席即可举行，董事会会议所作决议须经无关联关系董事过半数通过。出席董事会的无关联董事人数不足三人的，应将该事项提交股东会审议。

第一百二十七条 董事会决议表决方式为记名投票表决或电子邮件表决等，并据此形成董事会的书面决议。

第一百二十八条 董事会会议，应由董事本人出席；董事因故不能出席，可以书面委托其他董事代为出席并代其投票。书面委托书中应载明代理人的姓名，代理事项和授权范围，并由委托人签名或盖章。董事未出席董事会会议，亦未委托代理人出席的，视为放弃在该次会议上的投票权。

在保障董事充分表达意见的前提下，可以采用视频会议、电话、传真、邮件或董事会不时决定的其他方式召开董事会临时会议。非以现场方式召开的，以视频显示在场的董事、在电话会议中发表意见的董事、规定期限内实际收到传真或者电子邮件等有效表决票等计算出席会议的董事人数。

第一百二十九条 董事会应当对会议所议事项的决定做成会议记录，出席会议的董事应当在会议记录上签名或加盖签章。董事会会议记录作为公司档案保存，保存期限不少于十年。

第一百三十条 董事会会议记录包括以下内容：

- (一) 会议召开的日期、地点和召集人姓名；
- (二) 出席董事的姓名以及委托代理人代其出席会议的董事姓名；
- (三) 会议议程；
- (四) 董事发言要点；
- (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）。

第四节 董事会专门委员会

第一百三十一条 公司董事会设立审计委员会、战略委员会、提名委员会及薪酬与考核委员会。专门委员会对董事会负责，依照本章程细则和董事会授权履行职责，提案应当提交董事会审

议决定。专门委员会成员全部由董事组成，其中审计委员会、提名委员会、薪酬与考核委员会中独立董事占多数并担任召集人，根据适用于中国上市公司的法律法规，审计委员会的召集人为会计专业人士。

第一百三十二条 审计委员会委员由三名不在公司担任高级管理人员的董事组成，其中独立董事二名，且至少应有一名独立董事是会计专业人士。委员由董事长、二分之一以上独立董事或者全体董事的三分之一以上提名，并由董事会选举产生，职工董事可以成为审计委员会成员。审计委员会设召集人一名，由会计专业人士的独立董事担任。

第一百三十三条 审计委员会负责审核公司财务信息及其披露、监督及评估内外部审计工作和内部控制，下列事项应当经审计委员会全体成员过半数同意后，提交董事会审议：

- (一) 披露财务会计报告及定期报告中的财务信息、内部控制评价报告；
- (二) 聘用或者解聘承办公司审计业务的会计师事务所；
- (三) 聘任或者解聘公司首席财务官；
- (四) 因会计准则变更以外的原因作出会计政策、会计估计变更或者重大会计差错更正；
- (五) 适用法律法规、本章程细则及审计委员会工作细则规定的其他职责。

第一百三十四条 审计委员会会议分为定期会议和临时会议。审计委员会每季度至少召开一次定期会议。当有两名及以上审计委员会委员提议时，或者审计委员会召集人认为有必要时，可以召开临时会议。审计委员会会议应由不少于三分之二的委员出席方可举行，每一名委员有一票表决权，会议作出的决议必须经全体委员的过半数通过。审计委员会会议应当制作会议记录并妥善保存，出席会议的委员应当在会议记录上签名。

审计委员会工作细则由董事会负责制定。

第一百三十五条 战略委员会成员由五名董事组成，其中应至少包括一名独立董事。委员由董事长、二分之一以上独立董事或者全体董事的三分之一以上提名，并由董事会选举产生。战略委员会设召集人一名，负责主持、召集委员会工作。

第一百三十六条 战略委员会就下列事项向董事会提出建议：

- (一) 对公司长期发展的战略规划；
- (二) 对章程细则规定须经董事会批准的重大投融资方案；
- (三) 对章程细则规定须经董事会批准的重大资本运作、资产经营项目；

(四) 对其他影响公司发展的重大事项;

(五) 适用法律法规、本章程细则及战略委员会工作细则规定的其他事项。

第一百三十七条 提名委员会成员由三名董事组成, 其中独立董事应占多数。委员由董事长、二分之一以上独立董事或者全体董事的三分之一以上提名, 并由董事会选举产生。提名委员会设召集人一名, 由独立董事担任。

第一百三十八条 提名委员会负责拟定董事、高级管理人员的选择标准和程序, 对董事、高级管理人员人选及其任职资格进行遴选、审核, 并就下列事项向董事会提出建议:

(一) 提名或者任免董事;

(二) 聘任或者解聘高级管理人员;

(三) 适用法律法规、本章程细则及提名委员会工作细则规定的其他事项。

董事会对提名委员会的建议未采纳或者未完全采纳的, 应当在董事会决议中记载提名委员会的意见及未采纳的具体理由, 并进行披露。

第一百三十九条 薪酬与考核委员会成员由三名董事组成, 其中独立董事须占多数。委员由董事长、二分之一以上独立董事或者全体董事的三分之一以上提名, 并由董事会选举产生。薪酬与考核委员会设召集人一名, 由独立董事担任。

第一百四十条 薪酬与考核委员会负责制定董事、高级管理人员的考核标准并进行考核, 制定、审查董事、高级管理人员的薪酬决定机制、决策流程、支付与止付追索安排等薪酬政策与方案, 并就下列事项向董事会提出建议:

(一) 董事、高级管理人员的薪酬;

(二) 制定或者变更股权激励计划、员工持股计划, 激励对象获授权益、行使权益条件的成就;

(三) 董事、高级管理人员在拟分拆所属子公司安排持股计划(如涉及);

(四) 适用法律法规、本章程细则及薪酬与考核委员会工作细则规定的其他事项。

董事会对薪酬与考核委员会的建议未采纳或者未完全采纳的, 应当在董事会决议中记载薪酬与考核委员会的意见及未采纳的具体理由, 并进行披露。

第五章 首席执行官及其他高级管理人员

第一百四十一条 公司应设首席执行官一名, 应由董事会聘任或解聘。

第一百四十二条 本章程细则第九十四条关于不得担任董事的情形、离职管理的规定，同时适用于高级管理人员。

本章程细则第九十六条关于董事的忠实义务和第九十七条第一款第（四）至（五）项关于勤勉义务的规定，同时适用于高级管理人员。

董事会聘任的高级管理人员应当具有在相关行业较长的任职的经历，并具备履行职责相适应的专业胜任能力和知识水平。

第一百四十三条 在公司控股股东单位（如有）担任除不执行公司事务的董事、监事以外其他行政职务的人员，不得担任公司的高级管理人员。公司高级管理人员仅在公司领薪，不由控股股东代发薪水。

第一百四十四条 首席执行官及其他高级管理人员每届任期三年，届满可以连聘连任。

第一百四十五条 首席执行官对董事会负责，行使下列职权：

- （一）主持公司的生产经营管理工作，组织实施董事会决议，并向董事会报告工作；
- （二）组织实施公司年度经营计划和投资方案；
- （三）拟订公司年度财务预算方案；
- （四）决定公司员工的工资、福利、奖惩政策；
- （五）决定公司内部管理机构设置；
- （六）决定公司分支机构的设立或撤销；
- （七）拟订公司的基本管理制度；
- （八）制定公司的具体规章；
- （九）提请董事会聘任或者解聘公司其他高级管理人员；
- （十）决定聘任或者解聘除应由董事会决定聘任或者解聘以外的负责管理人员；
- （十一）制定其他高级管理人员的年度绩效目标，对其他高级管理人员的年度绩效进行考评，并有权在董事会批准的薪酬调整幅度内，根据公司整体薪酬情况，适度调整其他高级管理人员的固定薪酬；
- （十二）履行本章程细则或董事会授予或首席执行官工作细则规定的其他职权。

首席执行官应列席董事会会议。

第一百四十六条 首席执行官应制订首席执行官工作细则，报董事会批准后实施。

第一百四十七条 首席执行官工作细则包括但不限于下列内容：

- (一) 经理层会议召开的条件、程序；
- (二) 首席执行官及其他高级管理人员各自具体的职责及其分工；
- (三) 公司资金、资产运用，签订重大合同的权限，以及向董事会报告的制度；
- (四) 董事会认为必要的其他事项。

第一百四十八条 首席执行官可以在任期届满以前提出辞职。有关首席执行官辞职的具体程序和办法由首席执行官与公司之间的劳动合同规定。

第一百四十九条 公司应设董事会秘书一名。董事会秘书应为公司的高级管理人员，应由董事长提名，应由董事会聘任、更换或解聘。董事会秘书的主要职责是：

- (一) 协助董事长处理董事会的日常工作；
- (二) 负责正式提交董事会会议、股东会的文件或使用文件的有关组织和准备工作，做好会议记录，保证会议的开展和决策符合法定程序，并掌握董事会决议执行的情况；
- (三) 作为公司信息披露境内代表，负责办理公司股票在证券交易所上市期间的信息披露和监管联络事宜，负责组织协调信息披露；
- (四) 处理与中介机构、监管部门、媒体关系。

第一百五十条 公司制定董事会秘书工作规则，应经董事会批准后生效。

董事会秘书应遵守适用法律法规、本章程细则及董事会秘书工作规则的有关规定。

第一百五十一条 高级管理人员执行公司职务，给他人造成损害的，公司将承担赔偿责任；高级管理人员存在故意或者重大过失的，也应当承担赔偿责任。高级管理人员执行公司职务时违反适用法律法规或本章程细则的规定，给公司造成损失的，应当承担赔偿责任。公司高级管理人员应当忠实履行职务，维护公司和全体股东的最大利益。公司高级管理人员因未能忠实履行职务或违背诚信义务，给公司和社会公众股股东的利益造成损害的，应当依法承担赔偿责任。

第六章 财务会计制度、股利分配和审计

第一节 财务会计制度

第一百五十二条 公司依照股票上市地适用法律法规和国家有关部门的规定，制定公司的财务会计制度。

第一百五十三条 公司在每一会计年度结束之日起四个月内披露年度报告，在每个会计年度的上半年结束之日起两个月内披露中期报告。

上述年度报告、中期报告按照股票上市地适用法律法规及会计原则的规定进行编制。

第一百五十四条 公司除《开曼公司法》和适用法律法规要求的会计账簿外，将不另立其他会计账簿。公司的资金，不以任何个人名义开立账户存储。

第一百五十五条 公司在股东会上有权不时以任何货币的形式向股东分配股利。公司向人民币普通股股东支付股利应当符合中国外汇管理的规定，并根据中国税法的规定代扣代缴个人股东股利收入的应纳税金。

第一百五十六条 在不违反股东会批准的利润分配方案的前提下，董事会可于公司分配股利前，将其认为适当的金额拨归一项或多项公积金，并可酌情决定将其用于本公司任何用途。

第一百五十七条 公司的股利可由公司已实现或未实现的利润或从利润中提取的公积金分配。根据在股东会上作出的普通决议，股利也可由股份溢价或其他适用法律法规规定的资金来源或账户进行分配。

第一百五十八条 股东会违反适用法律法规向股东分配利润的，股东应当将违反规定分配的利润退还公司；给公司造成损失的，股东及负有责任的董事、高级管理人员应当承担赔偿责任。

第一百五十九条 公司股利分配政策为：

（一） 股利分配原则

公司实行持续、稳定的利润分配政策，公司的利润分配应重视对投资者的合理投资回报，并兼顾公司的可持续发展。其中，现金股利分配政策目标为稳定增长股利。

（二） 股利分配形式

公司采取现金、股份、现金和股份相结合或适用法律法规允许的其他方式分配股利，并优先采取现金方式分配股利。

（三） 股利分配的期间间隔

在符合《开曼公司法》规定的股利分配条件的情况下，公司应原则上每年度至少进行一次股利分配。在有条件的情况下，经公司股东会批准，也可以进行中期利润分配。

（四） 股利分配的条件

1. 现金方式分红的条件和比例

（1）公司拟实施现金分红时，应至少同时满足以下条件：

- （a）实施现金分红不会影响公司后续持续经营；
- （b）审计机构对公司该年度财务报告出具标准无保留意见的审计报告；
- （c）公司（及其合并报表范围内子公司）无重大投资计划或重大现金支出等事项发生。

重大投资计划或重大现金支出指以下情形之一：1）公司（及其合并报表范围内子公司）未来十二个月内拟建设项目、对外投资、收购资产或购买设备累计支出达到或超过公司最近一期经审计净资产的 30%，且超过 5,000 万元；2）公司（及其合并报表范围内子公司）未来十二个月拟建设项目、对外投资、收购资产或购买设备累计支出达到或超过公司最近一期经审计总资产的 10%。

（2）在符合股利分配原则、保证公司正常经营和长远发展的前提下，在满足现金分红条件时，公司上市后连续三个会计年度内有以现金方式累计分配的利润。

公司董事会应当综合考虑所处行业特点、发展阶段、自身经营模式、盈利水平、债务偿还能力以及是否有重大资金支出安排和投资者回报等因素，区分下列情形，并按照本章程细则规定的程序，提出差异化的现金分红政策：

（a）公司发展阶段属成熟期且无重大资金支出安排的，进行股利分配时，现金分红在本次股利分配中所占比例最低应达到 80%；

（b）公司发展阶段属成熟期且有重大资金支出安排的，进行股利分配时，现金分红在本次股利分配中所占比例最低应达到 40%；

（c）公司发展阶段属成长期且有重大资金支出安排的，进行股利分配时，现金分红在本次股利分配中所占比例最低应达到 20%；

（d）公司发展阶段不易区分但有重大资金支出安排的，可以按照前款第（c）项规定处理。

2. 发放股票股利的具体条件：若公司经营情况良好，并且董事会认为公司股票价格与公司股本规模不匹配、发放股票股利有利于公司全体股东整体利益时，可以在满足上述现金

分配条件的前提下，提出实施股票股利分配方案。

采用股票股利进行股利分配的，应当考虑公司成长性、每股净资产的摊薄等真实合理因素。

（五） 股利分配的决策程序与机制

1.公司董事会结合公司具体经营数据、盈利规模、现金流量状况、发展规划及下阶段资金需求，并结合股东（特别是中小股东）的意见，在符合公司章程细则既定的股利分配政策的前提下，认真研究和论证公司现金分红的时机、条件和最低比例、调整的条件及其决策程序要求等事宜，提出年度或中期股利分配预案，提交股东会审议，经股东审议通过后实施。股利分配方案经董事会过半数董事表决通过，方可提交股东会审议。

2.独立董事认为现金分红具体方案可能损害上市公司或者中小股东权益的，有权发表独立意见。董事会对独立董事的意见未采纳或者未完全采纳的，应当在董事会决议中记载独立董事的意见及未采纳的具体理由，并披露。

3.股东会对现金分红方案进行审议时，应当通过多种渠道主动与股东特别是中小股东进行沟通和交流，充分听取中小股东的意见和诉求，并及时答复中小股东关心的问题。

4.在公司利润存在余额但董事会未做出现金股利分配方案的，应当在年度报告中详细说明未进行现金分红的原因、未用于现金分红的资金留存公司的用途及下一步为增强投资者回报水平拟采取的举措。

（六） 股利分配政策调整的决策机制与程序

1.公司根据生产经营情况、投资规划和长期发展的需要，或者外部经营环境或自身经营状况发生较大变化，确需调整股利分配政策的，调整后的股利分配政策不得违反适用法律法规的有关规定。

2.公司董事会在股利分配政策的变更或调整过程中，应当充分考虑独立董事的意见（如有）。

3.股利分配政策的调整应经董事会审议后提交股东会审议，并经出席股东会的股东所持表决权的三分之二以上通过。股东会在审议利润分配政策的调整事项时，应当充分听取中小股东的意见。

第一百六十条 公司股东会对利润分配方案作出决议后，或公司董事会根据年度股东会审议通过的下一年中期分红条件和上限制定具体方案后，公司董事会须在两个月内完成股利（或股份）的派发事项。

第一百六十一条 本公司的股利或其他分派概不付息。

第二节 内部审计

第一百六十二条 公司实行内部审计制度，明确内部审计工作的领导体制、职责权限、人员配备、经费保障、审计结果运用和责任追究等。

第一百六十三条 公司内部审计制度经董事会批准后实施，并对外披露。

第一百六十四条 公司内部审计机构对公司业务活动、风险管理、内部控制、财务信息等事项进行监督检查。

第一百六十五条 内部审计机构向董事会负责。

内部审计机构在对公司业务活动、风险管理、内部控制、财务信息监督检查过程中，应当接受审计委员会的监督指导。内部审计机构发现相关重大问题或者线索，应当立即向审计委员会直接报告。

第一百六十六条 公司内部控制评价的具体组织实施工作由内部审计机构负责。公司根据内部审计机构出具、审计委员会审议后的评价报告及相关资料，出具年度内部控制评价报告。

第一百六十七条 审计委员会与会计师事务所、国家审计机构等外部审计单位进行沟通时，内部审计机构应积极配合，提供必要的支持和协作。

第一百六十八条 审计委员会参与对内部审计负责人的考核。

第三节 会计师事务所的聘任

第一百六十九条 公司聘用符合《证券法》规定的会计师事务所进行会计报表审计、净资产验证及其他相关的咨询服务等业务，会计师事务所的聘期一年，聘期届满可以续聘。

第一百七十条 会计师事务所的聘任、解聘，经审计委员会全体成员过半数同意后提交董事会审议，并由股东会决定。

董事会不得在股东会决定前委任会计师事务所。

第一百七十一条 公司保证向会计师事务所提供真实、完整的会计凭证、会计账簿、财务会计报告及其他会计资料，不得拒绝向会计师事务所提供前述文件或信息，或者向会计师事

务所隐匿、谎报前述文件或信息。

第一百七十二条 会计师事务所的审计费用应由股东会决定。

第一百七十三条 公司解聘或者不再续聘当前会计师事务所时，应事先通知会计师事务所。公司股东会就解聘会计师事务所进行表决时，允许会计师事务所陈述意见。

会计师事务所提出辞聘的，应当向股东说明公司有无不当情形。

第七章 通知和公告

第一节 通知

第一百七十四条 公司的通知以下列形式发出：

- (一) 以专人送出；
- (二) 以邮件方式送出；
- (三) 以公告方式进行；
- (四) 本章程细则规定的其他形式。

第一百七十五条 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。

第一百七十六条 召开股东会的会议通知，以在中国证监会指定披露上市公司信息的媒体上公告的方式发出。

第一百七十七条 公司召开董事会的会议通知，以专人送出、传真、电子邮件或者邮寄方式发送给全体董事。

第一百七十八条 公司通知以专人送出的，由被送达人在送达回执上签名（或盖章），被送达人签收日期为送达日期；公司通知以邮件送出的，自交付邮局之日起第五个工作日为送达日期；公司通知以传真送出的，自传真发送成功之日为送达日期；公司通知以电子邮件送出的，自电子邮件发送成功之日为送达日期；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。

第一百七十九条 因意外遗漏未向某有权得到通知的人士送出会议通知或者该等人士没有收到会议通知，会议及会议作出的决议并不因此无效。

第二节 公告

第一百八十条 公司指定符合中国证监会规定条件的媒体、上交所网站为刊登公司公告和其他需要披露信息的媒体。

第八章 合并、解散和清算

第一节 合并

第一百八十一条 公司合并可以采取吸收合并或者新设合并。

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

第一百八十二条 公司与其持股百分之九十以上的公司合并且合并支付的价款不超过本公司净资产 10%的，不经股东会决议，但适用法律法规及本章程细则另有规定的除外。公司依照前款规定合并不经股东会决议的，应当经董事会决议。

第一百八十三条 公司合并，应当由合并各方签订合并协议，并根据《开曼公司法》相关规定编制合并计划，并在开曼群岛公司登记机关登记。公司拟进行合并的，应当征得公司的每个担保权益持有人的同意，除非有管辖权的法院可根据公司申请，按照公司适用的担保条款或有管辖权的法院认为合理的其他方式，豁免担保权益持有人的同意。

第一百八十四条 公司合并时，合并各方的债权、债务，由合并后存续的公司或者新设的公司承继。

第一百八十五条 公司拟按照《开曼公司法》第 14 章进行减资的，应当按照《开曼公司法》的要求：（1）向有管辖权的法院递交请求书，申请减资确认令；或（2）向开曼群岛公司登记机关登记提交董事签署的公司偿债能力声明。

第一百八十六条 公司合并，登记事项发生变更的，应当依照《开曼公司法》向公司登记机关办理变更登记；公司解散的，应当依法注销登记。

第二节 解散和清算

第一百八十七条 公司可在下列任一情形下清算：

(一) 法院命令强制清算；

(二) 公司因下列原因自愿清算：

1. 股东会特别决议清算；

2. 本章程细则规定的公司的存续期（如有）届满；

3. 发生本章程细则规定的公司应当清算的事件（如有），包括公司与其他法律实体吸收合并或新设合并而导致的公司清算；或

4. 公司因法定原因在开曼群岛持有的必要许可证全部已被开曼群岛的有关机关吊销。

(三) 在法院监管下的清算。

第一百八十八条 因公司章程细则规定的公司期限（如有）届满而导致公司自愿清算的，可通过修订本章程细则的有关条款修改和/或延长公司期限。该修改须经出席股东会会议的股东所持表决权的特别决议通过。

第一百八十九条 就公司自愿清算事宜：

(一) 公司应任命一个或多个清算人，清算公司事务，分配公司财产。

(二) 除根据本章程细则被指定为清算人的人员之外，自愿清算人的任命应在其向登记处处长提交同意任职书之后生效。

(三) 因死亡、辞职或其他原因，导致由公司任命的自愿清算人职位出现空缺的：

1. 公司可通过股东会填补该空缺；或

2. 法院可根据任何出资人或债权人的申请填补该空缺。

(四) 在任命自愿清算人后，董事的所有权力应终止，但公司通过股东会或清算人批准董事继续行使权力的除外。

(五) 两名以上人员被共同任命为自愿清算人的，有权共同行事，但其任命所依据的决议或章程细则明确限制其权力的除外。

(六) 包括公司董事或高级管理人员在内的任何人都可被任命为自愿清算人。

(七) 公司可在旨在罢免自愿清算人而召集的股东会上通过决议罢免自愿清算人。

(八) 任何单独或合计持有公司五分之一以上的已发行在外股份总数的股东，可召集股东会以罢免公司自愿清算人。

(九) 不论是否根据前述第(八)项召集股东会,任何出资人可以自愿清算人不是该职位的适当人员为由,向法院申请罢免该自愿清算人的命令。

(十) 在两名以上人员被任命为共同自愿清算人的情形下,只要至少有一人继续留任,其他自愿清算人可向登记处处长提交辞职告知函。

第一百九十条 除公司特别决议明确限制外,自愿清算人的权力包括:

(一) 占有、催收和取得公司财产的权力,并为此目的,提起自愿清算人认为必要的所有诉讼。

(二) 从事所有事宜的权力,并以公司的名义代表公司签署所有契据、收据或其他文件,并为此目的,在必要时使用公司印章。

(三) 在出资人破产、资不抵债的情况下,证明、归类、请求其财产结余和提取股息,并作为破产或资不抵债的出资人的到期独立债务,与其他独立债权人共同按比例受偿。

(四) 以公司的名义代表公司签发、承兑、开立并背书汇票或期票的权力,就公司承担的责任而言,效力等同于由公司或公司代表在其经营过程中签发、承兑、开立、背书的汇票或期票。

(五) 根据《开曼公司法》实施安排的权力。

(六) 召集债权人和出资人会议的权力。

(七) 以公司的名义代表公司提出诉讼或其他法律程序或为之辩护的权力。

(八) 开展有利于公司清算的业务的权利。

(九) 向当前或过去与公司有关联关系的人处置公司财产的权力。

(十) 足额清偿任何类别债权人的权力。

(十一) 向所有债权人通知所有债权人的权力,包括向公司的债权人和出资人汇报公司的事务、公司清算的方式。

(十二) 代表公司缴纳到期税款的权力。

(十三) 其他为公司清算行使的权力。

第一百九十一条 在法院监督下进行清算:

(一) 当公司已通过特别决议自愿清算的,尽管已根据《开曼公司法》规定宣布公司具有偿付能力,但清算人、出资人或债权人可以下述理由向法院申请在法院的监督下继续清算的命令:

1. 公司无力或可能无力偿还债务;

2.法院的监督有助于公司以更有效、更经济、更迅速的方式清算，并符合出资人和债权人的利益。

(二) 当法院发出监管令的，该法院：

- 1.应任命一名或多名破产从业员；
- 2.可另行任命一名或多名境外从业员；
- 3.作为公司的清算人，视为法院已发出清算令，应适用于《开曼公司法》。

(三) 除自愿清算人被任命为法定清算人之外，自愿清算人应自发出监管令之日起二十八日内编制最终报告和账目。

第一百九十二条 清算人的义务：

(一) 公司清算人应以公平、诚信的方式行事，并保持独立。清算人行事必须公正，避免利益冲突，并应以不被视为片面的方式行事。清算人和与清算有利益关系的各方往来时，不仅实际上要客观、独立、公正、公平，而且还应被视为客观、独立、公正、公平。

(二) 清算人不得收受贿赂或其他非法收入，不得侵占公司财产。

(三) 清算人因故意和/或重大过失导致公司和/或公司的债权人遭受损失的，清算人应承担个人责任。

第一百九十三条 公司无力偿付其债务的，应当由法院进行清算，并适用《开曼公司法》中有关法院清算的法律规定。

第九章 修改章程细则

第一百九十四条 有下列情形之一的，公司应当通过特别决议修改章程细则：

- (一) 在任何时候，本章程细则的规定与《开曼公司法》或中国有关法规相冲突。
- (二) 公司的情况发生变化，导致与公司章程细则记载的事项不一致。
- (三) 其他公司认为依据适用法律法规需要修订公司章程细则的情形。

第一百九十五条 股东会经特别决议批准修改公司章程细则的，应根据《开曼公司法》提交有关机关备案。

第一百九十六条 董事会依照股东会修改章程大纲及细则的特别决议备案本章程大纲及细则。

第一百九十七条 章程修改事项属于股票上市地适用法律法规要求披露的信息，按规定予以公告。

第十章 附则

第一百九十八条 释义

(一) “控股股东”：是指其持有的股份占公司已发行股份总额 50%以上的股东；持有股份的比例虽然不足 50%，但依其持有的股份所享有的表决权已足以对股东会决议产生重大影响的股东。

(二) “实际控制人”：是指通过投资关系、协议或者其他安排，能够实际支配公司行为的自然人、法人或者其他组织。具有下列情形之一的，构成控制：

- 1.任何持有公司已发行股份总额 50%以上的人员，但是有相反证据的除外；
- 2.任何实际支配公司股份表决权超过 30%的人员；
- 3.任何通过实际支配公司股份表决权有权决定董事会半数以上成员的任免的人员；
- 4.任何依其可实际支配的公司股份表决权足以对股东决议产生重大影响的人员；
- 5.任何可以实际支配或者决定公司的重大经营决策、重要人事任命等事项的人员。

(三) “关联关系”：是指公司控股股东、实际控制人、董事、高级管理人员与其直接或者间接控制的企业之间的关系，以及可能导致公司利益转移的其他关系。但是，中国国家控股的企业之间不因为同受中国国家控股而具有关联关系。

(四) “主要社会关系”：是指兄弟姐妹、兄弟姐妹的配偶、配偶的父母、配偶的兄弟姐妹、子女的配偶、子女配偶的父母等。

(五) “章程细则”：是指本公司现行有效的章程细则，以及所有补充，修订或替代。

(六) “董事会”：是指依据本章程细则任命或选举出在董事会议上行使职权的公司董事会。

(七) “董事”：是指作为董事会成员的公司董事。

(八) “该电子纪录”：是指具有《电子交易法》界定的相同涵义。

(九) “电子交易法”：是指《开曼群岛电子交易法》（经修订）。

(十) “职工董事”：指经职工代表大会、职工大会或其他形式由职工民主选举产生的由职工代表担任的董事，无需提交股东会审议。在本公司担任职务或存在聘用关系、劳动关系或服务关系的人士经股东会选举为董事的，不属于职工董事。

(十一) “非职工董事”：指非由职工代表担任的董事。

(十二) “独立董事”：是指不担任董事之外的其他职位的公司董事、与其所在上市公

司或主要股东不存在任何关系，不存在干扰其独立、客观判断的可能性的公司董事。

(十三) “章程大纲”：是指本公司现行有效的章程大纲，以及所有补充，修订或替代。

(十四) “股东名册”：是指本公司依据中国证券登记结算有限责任公司提供的凭证建立的、存放地在中国上海并委托中国证券登记结算有限责任公司管理的唯一股东名册。

(十五) “股份”：是指公司的股份，包括零星股。

(十六) “普通股”：概指享有普通权利并承担普通义务的股份，具有本公司章程总则所赋予的涵义，包括人民币普通股。

(十七) “人民币普通股”：指本公司向中国投资人发行的以人民币认购，在上交所上市，并以人民币作为交易币种的股份。

(十八) “股东”：是指在股东名册中登记为公司股份持有人的人。

(十九) “中国”：是指中华人民共和国，包括香港特别行政区、澳门特别行政区和台湾地区。为本章程细则及章程大纲之目的，在指代/限定法律、法规及其他规范性文件及司法辖区时，仅指代/限定中国大陆地区的法律、法规及规范性文件及司法辖区。

(二十) “库存股”：是指公司根据《开曼公司法》赎回或回购的、按照公司董事会的指示作为库存股持有的股份。该等股份在根据《开曼公司法》注销或转让之前继续作为库存股。公司有权根据《开曼公司法》持有库存股。

(二十一) “法院”：第八章第二节提及的“法院”是指开曼群岛大法院。

(二十二) “登记处处长”：是指开曼群岛公司登记处处长，并在适当情况下包括开曼群岛公司登记处副处长。

(二十三) 本章程关于“交易”、“成交金额”、“市值”、“关联人”、“关联交易”等的认定适用《上海证券交易所科创板股票上市规则》（包括其后续修订）的规定。为免疑义，除与关联人进行关联交易外，“交易”不包括购买原材料、燃料和动力，以及出售产品或商品等与日常经营相关的交易行为。

(二十四) “适用法律法规”：是指中国法律、行政法规、地方性法规、规章、规范性文件法律文件以及股票上市地证券监管部门制定的相关规定，以及《开曼公司法》等其他适用的相关规定。

(二十五) “有关司法管辖区”：是指中国及开曼群岛。

(二十六) “股票上市地”：中国。

(二十七) “合格 IPO”：申请首次公开发行股份并在上海证券交易所、深圳证券交易所、香港联交所、纽约证券交易所、纳斯达克全球市场或董事会批准的其他交易所或市场上市。

第一百九十九条 于本章程细则内：

(一) 表示单数的词汇包括众数，反之亦然；

(二) 表示男性的词汇包括女性；

(三) 表示人士的词汇包括法团及任何其他法人或自然人；

(四) 「书面」或「书面形式」包括所有以可读形式表达或转载文字的方式，包括该电子纪录之形式；

(五) 「应」应解释为必须，而「可」应解释为许可；

(六) 对任何法例或法规条文的提述，应解释为对该等条文经修订、修改、重定或取代的版本提述；

(七) 以「包含」、「包括」、「尤其是」或任何类似词汇先行的任何短语应解释为属说明性质，且不应限制置于该等词汇之前的文字的含义；

(八) 内文采用「及/或」时，兼指「及」与「或」。于若干方面使用「及/或」，不会在任何方面规限或修改「及」或「或」于其他方面的用途。「或」不应诠释为具排他性，而「及」亦不应诠释为需配合连接词（于各情况下，在文义另有规定时则作别论）；

(九) 标题仅供参考之用，在诠释本公司章程细则时应略过；

(十) 任何依据本公司章程细则所订的交付规定，则包括以该电子纪录的形式交付；

(十一) 任何依据本公司章程细则所订的有关签立或签署的规定（包括签立本公司章程细则），可按《电子交易法》界定的电子签署方式履行；

(十二) 《电子交易法》第 8 及 19(3)条并不适用；及

(十三) 就通知期间而言，「完整日」所指该期间不包括收取或视为收取通知的日期、发出通知的日期或通知生效的日期。

第二百条 董事会可依照本章程细则的规定，制订章程实施规则。章程实施规则不得与章程细则的规定相抵触。

第二百零一条 本章程细则所称“至少”、“以上”、“以内”、“以下”，都含本数；“低于”、“多于”、“过”、“以外”不含本数。

第二百零二条 本章程细则所称“人民币”指中华人民共和国的法定货币。本章程细则所称“美元”指美利坚合众国的法定货币。

第二百零三条 除特别指出外，本章程细则中所称“股份”或“股票”指已发行的股份。

第二百〇四条 本章程细则由公司股东会审议通过后，自公司在上交所完成首次公开发行股票之日起生效并施行，由董事会自行确定本章程细则的正确解释。本章程细则中未定义的词语和短语应具有适用法律法规赋予其的含义，由公司董事会根据具体情况确定。当股东名册存放在上海并由中国证券登记结算有限责任公司管理时，公司人民币普通股的发行、上市、登记、交易等事项应适用中国法律法规。如公司人民币普通股维持在上交所上市，公司应遵守中国法律法规、中国证券监管部门对红筹企业的相关要求。

第二百〇五条 除董事会另有规定，公司的财政年度应于每年 12 月 31 日结束，以及于注册成立年份后，于每年 1 月 1 日开始。



THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS
盛合晶微半导体有限公司(SJ SEMICONDUCTOR CORPORATION)
NINTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF
ASSOCIATION
(Draft)



THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS

盛合晶微半导体有限公司(SJ SEMICONDUCTOR CORPORATION)

NINTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

(Adopted by Special Resolution and Effective on August 11, 2025)

1. The name of the Company is 盛合晶微半导体有限公司(SJ Semiconductor Corporation).

2. The Registered Office of the Company is at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place within the Cayman Islands as the Directors may decide. The correspondence address of the Company in the PRC is No. 9, West Dongsheng Road, Jiangyin City, Jiangsu Province.

3. The Company is an exempted company incorporated under the *Companies Act of the Cayman Islands* and other relevant provisions. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the laws of the Cayman Islands.

4. The authorized share capital of the Company is USD25,153.14748 divided into 2,515,314,748 ordinary shares of a par value of USD0.00001 each. Each issue of shares shall have the rights set forth in the Articles of Association of the Company, unless the terms of issue are otherwise expressly declared.

5. The liability of each shareholder is limited to the amount of the shares payable on such shareholder's shares.

6. The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

7. Capitalized terms that are not defined in this Memorandum of Association bear the respective meanings given to them in the Articles of Association of the Company.

THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS
盛合晶微半导体有限公司(SJ SEMICONDUCTOR CORPORATION)
NINTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

(Draft)

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Chapter 1 General Provisions

Article 1 In accordance with the Companies Act, Cap. 22 (Law No.3 of 1961, as consolidated and revised) of the Cayman Islands and its amendments and supplements from time to time (hereinafter referred to as the "**Companies Act of the Cayman Islands**"), as well as other applicable laws and regulations, the Articles of Association are formulated for the purpose of safeguarding the lawful rights and interests of 盛合晶微半导体有限公司 (SJ Semiconductor Corporation) (hereinafter referred to as the "**Company**", "**the Company**"), its shareholders, its employees and its creditors, and regulating the organization and behavior of the Company.

The provisions contained in Table A in the Schedule 1 to the *Companies Act of the Cayman Islands* shall not apply to the Company.

Article 2 The Company was approved for registration by the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**") ([Document No.]) on [Approval Date], and was authorized to issue [Amount of Shares] RMB ordinary shares to the public for the first time. The shares were subsequently listed on the Shanghai Stock Exchange (hereinafter referred to as the "**SSE**") on [Date of Listing].

Article 3 The Company has a perpetual existence unless it is merged, consolidated or liquidated in accordance with the provisions of the Companies Act of the Cayman Islands and the Articles of Association.

Article 4 The shareholders are liable to the Company to the extent of the shares they subscribe for, and the Company is liable for its debts to the extent of all of its assets.

Article 5 Unless otherwise agreed in the Articles of Association of the Company, they shall be legally binding on the Company and its shareholders, directors and senior management from the effective date, as if each of them had signed and sealed the Articles of Association, and had personally undertaken in the Articles of Association to comply with all the provisions of the Articles of Association in accordance with the Companies Act of the Cayman Islands. Pursuant to the Articles of Association, the shareholders may sue the shareholders; the shareholders may sue the directors and senior management of the Company; the shareholders may sue the Company, and the Company may sue the shareholders, the directors and senior management.

Article 6 "Senior Management" mentioned in the Articles of Association means the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Secretary of the Board of Directors and the other senior management appointed by the Board of Directors.

Chapter 2 Shares

Section 1 Issue of shares

Article 7 Shares of the Company shall be issued on the basis of the principles of openness, fairness and justice, and each share of the same class shall have equal rights. Subject to the provisions of the Articles of Association, the Company shall have the power to issue any unissued shares on such terms and conditions as it may determine. However, for shares of the same class issued in the same time, the issue conditions and price per share shall be the same; the subscribers shall pay the same amount for each share subscribed. The RMB ordinary shares issued by the

Company will be centrally deposited in China Securities Depository and Clearing Corporation Limited (CSDC).

Article 8 Unless otherwise permitted by applicable laws and regulations, the Company and its subsidiaries shall not provide financial assistance to others in acquiring shares of the Company or its parent company in the form of gifts, advances, guarantees, loans, etc., except for the implementation of employee share ownership plans or equity incentives.

For the benefit of the Company, upon resolution by the shareholders' meeting, or by the Board of Directors in accordance with the provisions of the Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance to others in acquiring shares of the Company or its parent Company, but the cumulative total of such financial assistance shall not exceed 10% of the total issued capital. The resolution of the Board of Directors shall be passed by two-thirds of all directors.

Section 2 Increase, reduction and repurchase of shares

Article 9 In accordance with the provisions of applicable laws and regulations and the provisions of the Articles of Association, the Company may issue shares in the following ways:

- (I) Issue of shares to unspecified targets;
- (II) Issue of shares to specified targets;
- (III) Distribution of bonus shares to shareholders of the Company;
- (IV) Increase in share capital by conversion of the capital reserve of the Company;
- (V) Other ways permitted by applicable laws and regulations.

Article 10 In accordance with applicable laws and regulations, the Company may reduce the total number of issued shares. The Company shall fulfill the relevant procedures stipulated in the applicable laws and regulations and the Articles of Association to reduce the total number of issued shares.

Article 11 The Company may repurchase the issued shares of the Company in accordance with the provisions of the applicable laws and regulations and the Companies Act of the Cayman Islands in the following circumstances:

- (I) To reduce the issued shares of the Company;
- (II) To merge with other companies holding shares of the Company;
- (III) To use the shares for employee share ownership plan or as share incentives;
- (IV) To be requested in writing to repurchase the shares by the shareholders who object to the resolutions concerning merger;
- (V) To use the shares for the conversion of corporate bonds issued by the Company that are convertible into shares;
- (VI) Other circumstances in order to safeguard the share value of the Company and shareholders' rights and interests or as permitted by applicable laws and regulations.

The Company may pay the consideration for a share repurchase through a source of funds permitted under the *Companies Act of the Cayman Islands*.

The Company shall not repurchase its shares except in the above circumstances. The Company shall not redeem or repurchase shares that are not fully paid up, nor shall it redeem or repurchase any shares if such redemption or repurchase would result in no other shareholder holding any shares of the Company.

Article 12 The Company may repurchase its shares by means of open and centralized trading, or by other means recognized by applicable laws and regulations and the CSRC. A repurchase of shares by the Company under the circumstances set forth in paragraph (1) (I) and (II) of Article 11 of the Articles of Association, shall be approved by a prior resolution of the shareholders' meeting of the Company.

Article 13 A repurchase of shares by the Company under the circumstances set forth in paragraph (1) (III), (V) and (VI) of Article 11 of the Articles of Association shall be approved by two-thirds or more of the Directors present at a meeting of the Board of Directors.

Article 14 If the Company repurchases its shares pursuant to the provisions of paragraph (1) of Article 11 of the Articles of Association, in the case of paragraph (I), the shares shall be canceled within ten (10) days from the date of such repurchase; in the case of paragraphs (II) and (IV), the shares shall be cancelled in accordance with the Companies Act of the Cayman Islands, or shall be held by the Company as treasury shares (as defined in Section 37A of the Companies Act of the Cayman Islands), which may be transferred within six months from the date of such repurchase, and shall be cancelled upon the expiration of the aforesaid six months; in the case of paragraphs (III), (V) and (VI), the shares shall be cancelled or held by the Company as treasury shares in accordance with the Companies Act of the Cayman Islands, provided that the total number of treasury shares shall not at any time exceed 10% of the total number of issued shares of the Company, and such shares shall be transferred or cancelled within three (3) years from the date of such repurchase. The shares that have been repurchased and kept as treasury shares after the aforementioned repurchase may be reissued by the Company according to the provisions of applicable laws and regulations.

Section 3 Transfer of shares

Article 15 Subject to the provisions of other articles of the Articles of Association and other applicable laws and regulations, the shareholders may transfer their shareholdings. During the period in which the Company's shares are listed on the SSE STAR Market, shareholders may transfer their shares listed on the SSE electronically through the Internet system in a manner permitted by the CSRC and the SSE.

Article 16 Except as otherwise provided in the Articles of Association, the Company will not accept any shares of the Company as the subject of a pledge.

Article 17 Shares issued prior to the listing of the Company on the SSE and listed on the SSE shall not be transferred within one year from the date of the initial listing of the Company's shares on the SSE. Directors and senior management of the Company shall declare to the Company their shareholdings of the Company and changes therein, and shall not transfer the shares of the Company under the following circumstances: (1) the shares to be transferred each year exceed twenty-five percent (25%) of the total number of issued shares of the same class held by them at the time of their appointment; (2) within one year from the date on which the Company's shares are first listed and

traded on the SSE; (3) within six months following the departure of the aforesaid persons from the Company; or (4) within the time specified in other applicable laws and regulations. If shares are pledged during the period of transfer restrictions as prescribed by applicable laws and regulations, the pledgee shall not exercise the pledge rights within the restriction period.

Article 18 In the event that the Company's directors, senior management, or shareholders holding more than five percent (5%) of the total number of issued shares of the Company (other than a securities company holding more than five percent (5%) of the shares as a result of a purchase of the remaining shares after underwriting, as well as other circumstances stipulated by applicable laws and regulations) sell their shares or other equity securities of the Company within six months of their purchase, or repurchase them again within six months of the sale, the proceeds therefrom shall accrue to the Company. The Board of Directors of the Company shall collect the proceeds on behalf of the Company.

If the Board of Directors of the Company refuses or fails to comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the Board of Directors to do so within thirty (30) days. If the Board of Directors of the Company fails to comply with the above time limit, the shareholders of the Company shall have the right to commence legal proceedings directly in their own name or in the name of the Company to the court with jurisdiction for the benefit of the Company.

If the Board of Directors of the Company fails to comply with the provisions of paragraph (1) of this Article, the directors who violate such provisions shall be jointly and severally liable to the Company.

Chapter 3 Shareholders and Shareholders' meetings

Section 1 Shareholders

Article 19 Company shall establish a single Register of Members based on the certificates provided by China Securities Depository and Clearing Corporation Limited (CSDC). The Register of Members of the Company is maintained in Shanghai and entrusted to CSDC for management. The Register of Members issued by CSDC is the only legal evidence of shareholders' ownership of the Company's shares. Shareholders shall have rights and obligations according to the class of shares they hold; shareholders holding shares of the same class shall have the same rights and obligations.

Article 20 When the Company convenes a shareholders' meeting, distributes dividends, enters into liquidation or takes other actions requiring the identification of shareholders, the Board of Directors or the Convener of the shareholders' meeting shall determine the date of registration of shareholdings (hereinafter referred to as the "**Registration Date**"), and the shareholders registered on the Register of Members after the close of the market on the Registration Date shall be deemed to be the shareholders entitled to the relevant rights and interests.

Article 21 The shareholders of the Company are entitled to the following rights:

(I) To receive dividends and other forms of distribution of benefits in accordance with their shareholdings;

(II) To request, convene, preside over, participate in or appoint a proxy to attend the shareholders' meeting pursuant to the law, and to exercise the relevant voting rights;

(III) To supervise the operation of the Company and make suggestions or raise questions;

(IV) To transfer, grant or pledge their shareholdings of the Company in accordance with applicable laws and regulations and the provisions of the Articles of Association;

(V) Upon payment of costs and fees, to consult and copy the Memorandum of Association, the Articles of Association, minutes of shareholders' meeting, resolutions of the Board of Directors, financial and accounting reports, and the register of shareholders;

(VI) Shareholders who have held 3% or more of the Company's issued shares individually or collectively for 180 consecutive days or more may inspect the Company's accounting books and accounting vouchers for legitimate purposes.

(VII) To participate in the distribution of the remaining property of the Company in accordance with their shareholdings upon the termination or liquidation of the Company;

(VIII) To object to the resolution on the merger adopted by the shareholders' meeting and to request the Company to repurchase its shares in the event of a merger of the Company;

(IX) Other rights as may be provided by applicable laws and regulations and by the Articles of Association.

Article 22 Shareholders requesting to consult or copy the materials (other than the Memorandum of Association and the Articles of Association) specified in paragraph (V) of Article 21 of the Articles of Association, and to consult the materials specified in paragraph (VI) of Article 21 of the Articles of Association, shall comply with the applicable laws and regulations and shall meet the following requirements:

(I) Shareholders shall provide the Company with written documents proving their ownership of the Company's shares (including the class of shares and the number of shares held). The Company shall provide the relevant materials requested by the shareholders only after verifying their identity.

(II) If a shareholder entrusts a registered accountant or lawyer to consult or copy the materials, the total number of accountants and lawyers shall not exceed [three] individuals, and each shall possess the relevant professional certification. The accountants and lawyers shall present their identification and authorization documents to the Company. The shareholder and his/her appointed accountants or lawyers shall not engage in activities that interfere with the Company's normal operations or disclose the Company's commercial secrets, which could harm the Company's legitimate rights;

(III) Whether or not assisted by accountants or lawyers, the natural person shareholder must be present in person, and the legal representative or director of a corporate shareholder must be present;

(IV) The location for consultation and copying shall be designated as the Company's meeting room;

(V) The time for consultation and copying shall be within one calendar month following the annual shareholders' meeting;

(VI) The shareholder and his/her appointed accountants and lawyers shall sign a confidentiality agreement with the Company before consulting or copying the materials. The shareholder may not request information that is legally required to be disclosed by applicable laws and regulations but has

not yet been disclosed, nor information related to the Company's commercial secrets. The Company may refuse to allow consultation or copying of information that is required to be disclosed by applicable laws and regulations but has not yet been disclosed, as well as information related to the Company's commercial secrets.

In addition to meeting the requirements set forth in paragraph (1) of Article 22 of the Articles of Association, shareholders requesting to consult the materials specified in paragraph (VI) of Article 21 of the Articles of Association shall also meet the following requirements:

(I) The shareholder shall submit a written request to the Company, stating the purpose and the specific scope of the required materials. If the Company has reasonable grounds to believe that the shareholder's purpose for consulting the accounting books and vouchers is improper and may harm the Company's legitimate interests, it may refuse to provide access and shall, within fifteen days of the shareholder's written request, provide a written response to the shareholder with an explanation;

(II) The accounting books and vouchers that a shareholder requests to consult at any one time shall not exceed [one] fiscal year, and a shareholder shall not make such requests more than once per calendar year. The duration of each consultation session by the shareholder shall not exceed [one] working day. For each set of accounting books, the shareholder may generally only consult them once; a request for re-consultation must be made on the same day as the first consultation;

(III) The shareholder and his/her appointed accountants and lawyers shall not engage in activities such as photographing, scanning, or transcribing the entire content, which essentially constitute copying.

Article 23 If the content of the resolutions of the shareholders' meeting or of the Board of Directors of the Company violates applicable laws and regulations, the shareholders shall have the right to request the competent judicial authorities in the relevant jurisdictions to declare them null and void.

Article 24 In the event that the procedures for convening a meeting or the manner of voting at a meeting of the Board of Directors or a shareholders' meeting are in violation of applicable laws and regulations or the Articles of Association, or the content of a resolution is in violation of the Articles of Association, the shareholders may, within sixty (60) days from the date on which the resolution was adopted, request the competent judicial authority in the relevant jurisdiction to set aside the resolution. However, this shall not apply if the convocation procedure or voting method of a shareholders' meeting or meeting of the Board of Directors has only minor defects that do not substantially affect the resolution.

In the event of a dispute over the validity of a resolution of the shareholders' meeting by the Board of Directors, shareholders, or other relevant parties, the effective judgment or order of the court with jurisdiction shall prevail. Until the court with jurisdiction issues a judgment or order, the relevant parties shall execute the resolution of the shareholders' meeting, and no entity may refuse to execute the resolution of the shareholders' meeting on the grounds that it is invalid. The Company, directors, and senior management shall fulfill their duties to ensure the normal operation of the Company.

If the court with jurisdiction issues a judgment or order on the relevant matters, the Company

shall fulfill its information disclosure obligations in accordance with the applicable laws and regulations, fully explain the impact, and actively cooperate with the execution after the judgment or order becomes effective. If the matter involves correcting previous issues, it will be handled promptly and the corresponding information disclosure obligations will be fulfilled.

Article 25 The resolutions of the Company's shareholders' meeting or Board of Directors shall not be valid in any of the following circumstances:

(I) Except as otherwise provided by applicable laws and regulations, a resolution is made without convening a shareholders' meeting or meeting of the Board of Directors;

(II) The shareholders' meeting or meeting of the Board of Directors does not vote on the matters for resolution;

(III) The number of attendees or the number of voting rights held does not meet the quorum required by applicable laws and regulations or the Articles of Association;

(IV) The number of persons or the number of voting rights held by those who agree to the resolution does not meet the quorum required by applicable laws and regulations or the Articles of Association.

Article 26 In the event that a director or a member of senior management, other than a member of the Audit Committee, violates applicable laws and regulations or the provisions of the Articles of Association in the performance of their duties with the Company, thereby causing damage to the Company, the shareholders who have individually or collectively held more than one percent (1%) of the issued shares of the Company for a period of more than one hundred and eighty (180) consecutive days shall have the right to request the Audit Committee in writing to initiate legal proceedings against such director or such member of senior management in any relevant jurisdiction. If a member of the Audit Committee violates applicable laws and regulations or the Articles of Association while performing their duties for the Company, causing a loss to the Company, the aforementioned shareholders may request in writing that the Board of Directors initiate legal proceedings against the Audit Committee member.

If the Audit Committee and Board of Directors, upon receipt of a written request from a shareholder pursuant to the preceding paragraph, refuses to initiate legal proceedings or fails to initiate legal proceedings in a court of competent jurisdiction within thirty (30) days from the date of receipt of the request, or if the situation is so urgent that the interests of the Company will be irreparably damaged if legal proceedings are not initiated immediately, the shareholder who made the written request shall have the right to initiate legal proceedings in the interest of the Company in the relevant jurisdiction in his own name and to initiate legal proceedings in the relevant jurisdiction.

In the event that another person infringes upon the legitimate rights and interests of the Company and causes damage to the Company, the shareholders who have individually or collectively held more than one percent (1%) of the issued shares of the Company for a period of more than one hundred and eighty (180) consecutive days may, in accordance with the provisions of the preceding two paragraphs, initiate legal proceedings in their own names in the relevant jurisdiction.

If the directors, supervisors, or senior management of a wholly-owned subsidiary of the

Company violate laws, administrative regulations, or the Articles of Association while performing their duties, causing a loss to the Company, or if others infringe upon the lawful rights and interests of the Company's wholly-owned subsidiary, causing a loss, shareholders who have held 1% or more of the Company's issued shares individually or collectively for 180 consecutive days or more may, in accordance with the provisions of the first three paragraphs of this article, request in writing that the supervisory board (or supervisors) or Board of Directors of the wholly-owned subsidiary bring a lawsuit to the court with jurisdiction or bring a lawsuit directly to the court with jurisdiction in their own name. If the Company's wholly-owned subsidiary does not have a supervisor, the provisions of the paragraphs (1) and (2) of this article shall apply.

Article 27 In the event that a director or a member of senior management violates applicable laws and regulations or the provisions of the Articles of Association and causes damage to the shareholders, the shareholders may, on their own behalf, initiate legal proceedings against such director or such member of senior management in the relevant jurisdiction.

Article 28 The shareholders of the Company shall have the following obligations:

(I) To comply with applicable laws and regulations and the Articles of Association;

(II) To pay the capital contributions in respect of the shares for which they have subscribed;

(III) Except as provided by applicable laws and regulations, no withdrawal of shares is permitted;

(IV) The rights of the shareholders shall not be abused to the detriment of the interests of the Company or other shareholders; the independent status of the Company as a legal entity and the limited liability of the shareholders shall not be abused; and the interests of the Company's creditors shall not be jeopardized;

The shareholder of the Company who abuses the rights of shareholders to cause losses to the Company or other shareholders shall be liable for all losses and damages to the Company in accordance with applicable laws and regulations.

If the shareholders of the Company abuse the independent status of the Company as a legal entity and the limited liability of the shareholders, evade debts and seriously jeopardize the interests of the Company's creditors, they shall be jointly and severally liable for the debts of the Company.

(V) Other obligations in accordance with applicable laws and regulations and the provisions of the Articles of Association.

Article 29 The shareholders holding more than five percent (5%) of the Company's voting shares who pledge or create other security interests over their shareholdings, whether by way of mortgage, pledge or otherwise, shall provide a written report to the Company from the date of creation of such pledge or security interest.

Section 2 Controlling Shareholder and Actual Controller

Article 30 The controlling shareholder and actual controller of the Company shall exercise their rights and fulfill their obligations in accordance with applicable laws and regulations, and shall maintain the interests of the listed Company.

If the Company has no controlling shareholder or actual controller, the relevant shareholders

shall apply the provisions of this section in accordance with laws, regulations, and the relevant provisions of the China Securities Regulatory Commission.

Article 31 The controlling shareholder and actual controller of the Company shall comply with the following provisions:

(I) Exercise shareholder rights in accordance with the law, and shall not abuse control rights or use affiliated relationships to damage the legitimate rights and interests of the Company or other shareholders;

(II) Strictly fulfill the public statements and commitments made, and shall not alter or waive them without authorization;

(III) Strictly comply with the relevant provisions regarding the fulfillment of information disclosure obligations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of significant events that have occurred or are intended to occur;

(IV) Not appropriate the Company's funds in any manner;

(V) Not force, instruct, or require the Company and its personnel to provide guarantees in violation of laws and regulations;

(VI) Not seek benefits by using the Company's non-public significant information, shall not disclose any non-public significant information related to the Company in any manner, and shall not engage in illegal activities such as insider trading, short-term trading, or market manipulation;

(VII) Not harm the legitimate rights and interests of the Company and other shareholders through any unfair related party transactions, profit distributions, asset restructurings, external investments, etc.;

(VIII) Ensure the integrity of the Company's assets, the independence of personnel, financial independence, institutional independence, and business independence, and shall not affect the Company's independence in any manner;

(IX) Comply with other provisions of applicable laws, regulations, and the Articles of Association.

If the controlling shareholder or actual controller of the Company does not serve as a director but actually carries out the Company's affairs, the provisions regarding the duty of loyalty and due diligence of directors in the Articles of Association shall apply.

If the controlling shareholder or actual controller of the Company instructs directors or senior management to engage in actions that damage the Company or the interests of shareholders, they shall bear joint and severally liable with the directors or senior management.

Article 32 If the controlling shareholder or actual controller pledges the shares they hold or actually control, they shall maintain the Company's control and the stability of production and operations.

Article 33 If the controlling shareholder or actual controller transfers the shares they hold in the Company, they shall comply with the restrictive provisions on share transfers and the commitments made regarding the restriction of share transfers as stipulated by applicable laws and regulations.

Section 3 General Provisions of the Shareholders' Meeting

Article 34 The following matters shall be reviewed and resolved by the shareholders' meeting:

(I) To elect and replace non-employee directors and to determine matters relating to their remuneration;

(II) To consider and approve the report of the Board of Directors;

(III) To review and approve the Company's dividend distribution plans and deficit compensation plans; the annual shareholders' meeting may review the conditions and upper limits for the interim dividends for the following year and authorize the Board of Directors to formulate and implement specific plans;

(IV) To approve the increases or decreases in the total number of authorized shares or the total number of issued shares of the Company;

(V) To approve the issue of corporate bonds;

(VI) To approve the merger, dissolution, liquidation or change of legal form of the Company;

(VII) To approve amendments to the Memorandum of Association or the Articles of Association or to adopt a new Memorandum of Association or a new Articles of Association of the Company;

(VIII) To employ or dismiss the accounting firm that conducts the Company's audit services;

(IX) To approve the guarantee matters specified in Article 36, the transaction matters specified in Article 35, and the financial assistance matters specified in Article 38 of the Articles of Association;

(X) To consider the purchase or sale of major assets by the Company within one year where the single or cumulative amount exceeds thirty percent (30%) of the total audited assets of the Company for the latest period;

(XI) To consider and approve the changes in the use of raise funds;

(XII) To consider the share incentive plan and employee share ownership plan;

(XIII) To consider and approve related transactions between the Company and related persons (other than the provision of guarantees by the Company) with an amount exceeding RMB30 million and accounting for more than one percent (1%) of the total audited assets or market value of the Company for the latest period;

(XIV) To approve the share repurchase as stipulated in paragraph (1) (a) and (b) of Article 11 of the Articles of Association;

(XV) To appoint liquidators for voluntary liquidation matters specified in Article 189 and to commission important business management personnel specified in Article 79 of the Articles of Association;

(XVI) The annual shareholders' meeting of the Company may authorize the Board of Directors to decide on the issue of shares to specific persons with a total financing amount not exceeding RMB 300 million and not more than 20% of the net assets at the end of the most recent fiscal year, with such authorization expiring on the date of the next annual shareholders' meeting of the Company; the shareholders' meeting may authorize the Board of Directors to decide on the issue of corporate bonds and financial assistance matters specified in Article 8 of the Articles of Association within the

scope permitted by applicable laws and regulations;

(XVII) To approve such other matters as may be required by applicable laws and regulations or the Article to be submitted to the shareholders' meeting for approval.

Except as otherwise provided by applicable laws, regulations, or the Articles of Association, the powers of the shareholders as described above shall not be exercised by authorization, delegation, or otherwise by the Board of Directors or other entities or individuals.

Article 35 Except as provided in Article 34 and Article 36 of the Articles of Association, transactions (excluding the provision of guarantees, financial assistance, and related party transactions) that meet any of the following criteria shall be submitted to the shareholders' meeting for review:

(I) The total amount of assets involved in the transaction (where both book value and appraisal value exist, whichever is higher) accounts for more than fifty percent (50%) of the total audited assets of the Company for the latest period;

(II) The trade value of the transaction is more than fifty percent (50%) of the market value of the Company;

(III) The net assets of the object of the transaction (e.g., equity) in the last fiscal year accounts for more than fifty percent (50%) of the market value of the Company;

(IV) The relevant operating revenue of the object of the transaction (e.g., equity) in the last fiscal year accounts for more than 50% of the audited operating revenue of the Company in the last fiscal year and exceeds RMB 50 million;

(V) The profit generated from the transaction accounts for more than fifty percent (50%) of the audited net profit of the Company in the last fiscal year and exceeds RMB5 million;

(VI) The net profit related to the object of the transaction (e.g. equity) in the last fiscal year accounts for more than fifty percent (50%) of the audited net profit of the Company in the last fiscal year and exceeds RMB 5 million;

If the data involved in the above indicators is negative, the absolute value shall be used for calculation.

The transaction amount paid and the liabilities and expenses assumed are included in the trade value above. If the transaction arrangement involves the possibility of paying or receiving consideration in the future, does not involve a fixed amount or an amount to be determined based on specified conditions, the expected maximum amount is the trade value.

Article 36 The following external guarantees provided by the Company shall be considered and approved by the shareholders' meeting:

(I) Any guarantee provided after the total amount of external guarantees provided by the Company and the controlled subsidiaries of the Company has exceeded fifty percent (50%) of the audited net assets of the Company for the latest period;

(II) Any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries has exceeded thirty percent (30%) of the total audited assets of the Company for the latest period;

(III) Any guarantee exceeding thirty percent (30%) of the total audited assets of the Company for the latest period, based on the principle of calculating the amount of the guarantee cumulatively over a period of 12 consecutive months;

(IV) Any guarantee provided to guarantee beneficiary with asset-liability ratio in excess of seventy percent (70%);

(V) Any guarantee with a single guarantee amount exceeding ten percent (10%) of the audited net assets for the latest period;

(VI) Guarantees provided to shareholders, actual controller, and their affiliates;

(VII) Such other external guarantees as may be determined by the shareholders' meeting in accordance with applicable laws and regulations and the provisions of the Articles of Association.

The guarantee in the preceding paragraph (III) shall be approved by more than two-thirds of the votes held by the shareholders present at the shareholders' meeting.

In the event that the Company provides external guarantees in violation of applicable laws and regulations, or in violation of the approval authority and consideration procedures stipulated in the Articles of Association, the directors or management personnel involved in the decision-making of such guarantees shall bear the corresponding responsibilities in accordance with the applicable laws and regulations as well as the rules and regulations of the Company.

Article 37 When the Company provides guarantees for its wholly-owned subsidiaries or provides guarantees for its controlled subsidiaries and the other shareholders of the controlled subsidiaries provide guarantees in the same proportion according to the rights and interests to which they are entitled, and if such guarantees do not jeopardize the interests of the Company, the Company may be exempted from the application of the provisions of paragraph (1) (I), (IV) and (V) of Article 36, unless otherwise provided in the Articles of Association. The Company shall disclose a summary of the foregoing guarantees in its annual and semi-annual reports.

Article 38 Financial assistance matters that fall under any of the following circumstances shall be submitted to the shareholders' meeting for review after being approved by the Board of Directors:

(I) The amount of a single financial assistance exceeds 10% of the Company's latest audited net assets;

(II) The financial statements of the assisted party indicate assets liabilities ratio exceeding 70%;

(III) The cumulative amount of financial assistance over the past 12 months exceeds 10% of the Company's latest audited net assets;

(IV) Such other cases as may be required by applicable laws and regulations or the Articles of Association.

Financial assistance to a shareholding subsidiary within the scope of the Company's consolidated financial statements, where other shareholders of the shareholding subsidiary do not include the Company's controlling shareholder, actual controller, or their affiliates, may be exempt from the provisions of the preceding two paragraphs.

Article 39 When the purchase or sale of assets of the Company involves the total amount of assets or the trade value exceeds thirty percent (30%) of the total audited assets of the Company for

the latest period as calculated cumulatively over a period of twelve (12) consecutive months, in addition to being disclosed and subject to an audit or appraisal, such transaction shall be submitted to the shareholders' meeting for consideration and approval by special resolution.

Transactions in which the Company unilaterally obtains benefits, including the receipt of cash assets, the granting of debt relief, and the acceptance of guarantees and financial assistance, are exempted from the consideration procedures by the shareholders' meeting pursuant to the provisions of Article 35.

Article 40 The shareholders' meeting includes the annual shareholders' meeting and the extraordinary shareholders' meeting. The annual shareholders' meeting shall be held once a year and shall be held within six months after the end of the last fiscal year.

Article 41 The Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence any of the following events:

(I) When the number of directors falls below two-thirds of the number required by applicable laws and regulations or the number required by the Articles of Association;

(II) When shareholders who individually or collectively hold more than ten percent (10%) of the issued shares of the Company request that an extraordinary shareholders' meeting be convened;

(III) When the Board of Directors deems it necessary to convene an extraordinary shareholders' meeting;

(IV) When proposed by the Audit Committee;

(V) When proposed by more than half of the independent directors and agreed upon;

(VI) Other circumstances as provided by applicable laws, regulations, or the Articles of Association.

Article 42 The Company shall hold the shareholders' meeting at its principal place of business or at such other place as may be specified in the notice of the shareholders' meeting sent to the shareholders.

For all shareholders' meetings of shareholders, the Board of Directors shall set up a meeting place and shall hold the on-site meeting. The Company will also provide the online voting platform for the shareholders' meeting of SSE or send shareholders other means, as set out in the notice of the shareholders' meeting, to facilitate shareholders' participation in the shareholders' meeting. Shareholders are deemed to be present if they participate in the shareholders' meeting in the manner described above.

Article 43 When the Company holds a shareholders' meeting, it shall engage a lawyer to render a legal opinion on the following matters and make an announcement:

(I) Whether the procedures for convening and holding the meeting comply with the Articles of Association and the applicable laws and regulations of the place where the shares are listed;

(II) Whether the qualifications of the persons attending the meeting and the qualifications of the Convener are legal and valid;

(III) Whether the voting procedures and results of the meeting are legal and valid;

(IV) Legal opinions on other relevant matters issued at the request of the Company.

Section 4 Convening of the Shareholders' Meetings

Article 44 The Board of Directors shall convene the shareholders' meeting within the prescribed time limit.

Article 45 The independent directors have the right to propose to the Board that an extraordinary shareholders' meeting be convened. In response to a proposal from an independent director requesting the convening of an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with applicable laws and regulations and the provisions of the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within ten (10) days after receipt of the proposal. Where the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five (5) days after the Board of Directors' resolution has been passed, and any changes to the original proposal in the notice shall be subject to the consent of the independent director proposing the convening of the extraordinary shareholders' meeting; where the Board of Directors disagrees to convene such an extraordinary shareholders' meeting, it shall state the reasons therefor and make an announcement in accordance with the applicable laws and regulations of the place where the shares are listed.

Article 46 Where the Audit Committee proposes to the Board of Directors to convene an extraordinary shareholders' meeting, it shall submit the proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with applicable laws and regulations and the provisions of the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within ten (10) days after receipt of the request.

If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting to such shareholders within five (5) days after the Board of Directors' resolution has been passed, and any changes to the original request in the notice shall be subject to the consent of Audit Committee;

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback within ten (10) days after receipt of the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene a shareholders' meeting. In such cases, the audit committee may independently convene and preside over the meeting.

Article 47 The shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company shall have the right to request the Board of Directors to convene an extraordinary shareholders' meeting by submitting a written request to the Board of Directors. The Board of Directors shall, in accordance with applicable laws and regulations and the provisions of the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within ten (10) days after receipt of the request.

If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting to such shareholders within five (5) days after

the Board of Directors' resolution has been passed, and any changes to the original request in the notice shall be subject to the consent of such shareholders proposing the convening of the extraordinary shareholders' meeting;

If the Board of Directors disagrees to convene an extraordinary Shareholders' Meeting, or fails to provide feedback within 10 days upon receipt of the request, shareholders individually or collectively holding more than 10% of the Company's shares are entitled to propose to the Audit Committee to convene the extraordinary Shareholders' Meeting by submitting the written request to the Audit Committee. If the Audit Committee agrees to convene an extraordinary Shareholders' Meeting, it shall issue a notice for the shareholders meeting within 5 days upon receipt of the request. Any changes to the original request in the notice shall be approved by the shareholders who proposed the meeting.

If the Audit Committee fails to issue the notice for the shareholders' meeting within the prescribed period, it shall be deemed that the Audit Committee will not convene and preside over the shareholders' meeting. Shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting themselves.

Article 48 If Audit Committee or shareholders decide to convene the shareholders' meeting on their own, they shall notify the Board of Directors in writing and file a record with the SSE at the same time.

The shareholding ratio of the convener shall not be less than ten percent (10%) prior to the announcement of the resolution of the shareholders' meeting. The Audit Committee or the convener shall submit the relevant supporting documents to the SSE when the notice of the shareholders' meeting is issued and the announcement of the resolution of the shareholders' meeting is made.

Article 49 The Board of Directors and the Secretary of the Board of Directors shall cooperate with the Audit Committee or shareholders who convene the shareholders' meetings on their own. The Board of Directors shall provide the relevant register of members.

Article 50 In the case of the shareholders' meeting convened by the shareholders on their own, the expenses necessary for the meeting shall be borne by the Company.

Section 5 Proposal and notice of shareholders' meetings

Article 51 The content of the proposal shall fall within the terms of reference of the shareholders' meeting, have a clear topic and specific resolution matters, and comply with the relevant provisions of applicable laws and regulations and the Articles of Association.

Article 52 When the Company convenes a shareholders' meeting, the Board of Directors, Audit Committee and the shareholders who individually or collectively hold more than one percent (1%) of the issued shares of the Company, are entitled to submit proposals to the Company for consideration at the shareholders' meeting.

Shareholders who individually or collectively hold more than 1% of the issued shares of the Company may submit provisional proposals in writing to the Convener 10 days prior to the Shareholders' Meeting. The Convener shall issue a supplementary notice of the Shareholders' Meeting within 2 days upon receipt of the proposal, notifying the content of the provisional proposal

and submitting the provisional proposal for consideration at the Shareholders' Meeting. However, if the provisional proposal violates applicable laws and regulations or relevant provisions of the Articles of Association, or does not fall within the scope of authority of the Shareholders' Meeting, the Convener is entitled not to adopt it as a provisional proposal.

Except as provided in the preceding paragraph, the Convener shall not, after giving notice of the shareholders' meeting, amend the proposals already included in the notice of the shareholders' meeting or add new proposals.

Proposals that are not included in the notice of the shareholders' meeting or that do not comply with the provisions of Article 51 of the Articles of Association shall not be voted on or considered at the shareholders' meeting.

When the Purchaser and its concert parties propose to the shareholders' meeting of the Company to sell the Company's assets or acquire other assets under the circumstances stipulated in Paragraph 2 of Article 113 of the Articles of Association, they shall fully analyze and explain such matters in the proposal, including the basic information of the assets to be sold or acquired, the necessity of the transaction, the pricing method and its reasonableness, the subsequent arrangements for the acquisition or sale of the assets, and the effect of such transaction on the continued profitability of the Company, and shall provide all relevant information. If it constitutes a major asset restructuring, it shall be handled in accordance with the provisions of the *Administrative Measures for Major Asset Restructuring of Listed Companies* and other applicable laws and regulations.

Article 53 The convener will notify the shareholders twenty (20) days before the annual shareholders' meeting, and fifteen (15) days before the extraordinary shareholders' meeting in the manner prescribed in the Articles of Association. For purposes of calculating the beginning of the period, the Company shall not include the date of the meeting. The time for giving notice of the shareholders' meeting as provided in the Articles of Association may be waived by the unanimous consent of all shareholders.

Article 54 The notice of the shareholders' meeting consists of the following:

- (I) Time, place and duration of the shareholders' meeting;
- (II) Matters and proposals to be submitted to the shareholders' meeting for consideration;
- (III) To state in conspicuous words that all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and vote on their behalf at the meeting, and that such proxy need not be a shareholder of the Company;
- (IV) Registration Date of shareholders entitled to attend the shareholders' meeting;
- (V) Name and telephone number of the standing contact person for conference affairs;
- (VI) Voting time and voting procedures on the Internet or by other means.

Article 55 If the shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the details of the candidates to be elected as non-employee directors (hereinafter referred to as "non-employee director candidate"), including at least the following:

- (I) Personal information such as educational background, work experience and part-time jobs;

(II) Whether the non-employee director candidate has a related relationship with the Company or the controlling shareholders and actual controllers of the Company (if any);

(III) Disclosure of the number of shares of the Company held by non-employee director candidates;

(IV) Whether the non-employee director candidates have been disciplined by the CSRC, any other governmental authorities of China or any Chinese stock exchange. Except for the election of non-employee director candidates by cumulative voting, each non-employee director candidate shall be submitted in a single proposal.

Under the circumstances stipulated in Paragraph 2 of Article 113 of the Articles of Association, the non-employee director candidates nominated by the Purchaser and its concert parties shall have the same business management experience in the main business of the Company, as well as the professional skills and knowledge appropriate to the performance of the director's duties, and at the same time, such non-employee director candidates shall have the experience of serving in the relevant industry for a long period of time.

Article 56 After the notice of the shareholders' meeting has been given, the shareholders' meeting shall not be postponed or canceled without any justified reason, and the proposals specified in the notice of the shareholders' meeting shall not be canceled. In the event of postponement or cancellation, the Convener shall give notice and reasons for the postponement or cancellation at least two working days prior to the original date of the meeting.

Section 6 Proceedings at shareholders' meetings

Article 57 The Board of Directors of the Company and other conveners shall take necessary measures to ensure the orderly conduct of the meeting. Measures will be taken to stop any interference with the shareholders' meeting, the provocation and the infringement of the legitimate rights and interests of shareholders, and will be promptly reported to the relevant authorities for investigation and handling.

Article 58 All shareholders registered in the register of members on the Registration Date or their proxies are entitled to attend the shareholders' meeting and to exercise their voting rights in accordance with the applicable laws and regulations and the Articles of Association. Shareholders may attend the shareholders' meeting in person or by proxy.

Article 59 Individual shareholders attending the meeting in person shall present their identity cards or other valid documents or certificates establishing their identity; if they authorize their proxies to attend the meeting on their behalf, the proxies shall present their own valid identity cards and the proxy instrument from the shareholders.

Institutional shareholders shall be represented at the meeting by their legal representative (authorized representative) or by a proxy appointed by their legal representative (authorized representative). If the legal representative (authorized representative) attends the meeting, he/she shall present his/her identity cards, valid proof of his/her qualification as legal representative (authorized representative); if he/she authorizes the proxy to attend the meeting, the proxy shall present his/her identity card, the proxy instrument in writing under the hand of the legal representative (authorized representative) of its legal entity.

Article 60 The proxy instrument issued by the shareholders to appoint another person to attend the shareholders' meeting shall contain the following information:

(I) Name or designation of the appointor, class, and number of shares held in the Company;

(II) Name or designation of the proxy;

(III) Specific instructions from shareholders, including directions to vote for, against, or abstain from each item on the agenda of the shareholders' meeting as notified;

(IV) The date of issuance and period of validity of the proxy instrument;

(V) Signature (or seal) of the shareholders. If the appointor is a corporate shareholder, the seal of its legal entity shall be stamped on the proxy instrument.

Article 61 The proxy instrument shall be in writing under the hand of the appointor, the power of attorney or other authority under which it is signed shall be notarized. The proxy instrument and a notarially certified copy of the power of attorney or other authority shall be deposited at the place specified in the notice convening the shareholders' meeting and shall, in any case, be delivered to the Company before the Convener of the shareholders' meeting declares the commencement of such shareholders' meeting.

If the shareholder is a legal entity, its legal representative (authorized representative) or another person authorized by a resolution of the Board of Directors or other decision-making body of such legal entity shall attend the shareholders' meeting as its representative.

Article 62 The attendance register for the attendance at the shareholders' meeting will be produced by the Company. The attendance register shall contain the names (or entity names) of the attendees, their identity card numbers, residential addresses, the number of voting shares held or represented by them, and the names (or entity names) of the appointors.

Article 63 The Convener and the lawyer hired by the Company shall verify the legitimacy of the qualifications of the shareholders on the basis of the register of shareholders and record the names of the shareholders and the number of their voting shares. The registration shall be closed before the total number of voting shares held by shareholders and proxies present at the meeting has been announced by the chairman of the shareholders' meeting.

Article 64 When the shareholders' meeting is convened, directors of the Company may attend, and the secretary to the Board of Directors shall attend the meeting. If the shareholders' meeting requests directors or senior management to attend, they shall do so and respond to shareholders' inquiries unless objectively unable to do so.

Article 65 The shareholders' meeting shall be presided over by the Chairman. If the Chairman is unable or unwilling to perform his/her duties, the shareholders' meeting shall be presided over by a director jointly elected and appointed by more than half of the Company's directors. The shareholders' meeting convened by the Audit Committee shall be presided over by the Audit Committee's Convener. If the Convener of the Audit Committee is unable or unwilling to perform the duties thereof, one of its members jointly elected by more than half of the Audit Committee's members shall preside over the meeting. Shareholders ("Convening Shareholders") who convene the shareholders' meeting themselves shall appoint a representative to preside over the meeting. In the

event that the chairman of the shareholders' meeting violates the rules of procedure of the Shareholders' Meeting and makes it impossible to continue the meeting, the shareholders' meeting may elect a person to act as the chairman and continue the meeting with the approval of the shareholders and proxies present and entitled to vote at the meeting by a majority of the shareholders present at the meeting.

Article 66 The Company has formulated the rules of procedure for the shareholders' meeting, which details the procedures for convening, conducting and voting at the shareholders' meeting, including the notice, the registration, the consideration of proposals, the voting, counting of votes, announcement of voting results, formation of resolutions at the meeting, minutes of the meeting, signing, and public announcements, as well as the principle of authorization by the shareholders' meeting to the Board of Directors, and the information of such authorization shall be clear and specific.

Article 67 At the annual shareholders' meeting, the Board of Directors shall report to the shareholders on its activities during the preceding year. Each independent director shall also prepare a debriefing report.

Article 68 Directors and senior management shall provide explanations and clarifications in response to shareholders' inquiries and suggestions at the shareholders' meeting, except where disclosure of commercial secrets of the Company is not permitted.

Article 69 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them before the vote, and the number of shareholders and proxies present at the meeting and the total number of voting shares held by them shall be subject to the attendance register.

Article 70 Shareholders' meetings shall have minutes, which shall be prepared by the Secretary of the Board of Directors. The minutes of the meeting shall include the following contents:

(I) The time, place and agenda of the meeting and the name of the Convener;

(II) The chairman of the meeting and the names of the directors, the Chief Executive Officer and other senior management present or attending the meeting (whether or not entitled to vote);

(III) The number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the percentage of the total number of voting shares held by them out of the total number of issued shares of the Company;

(IV) The consideration process of each proposal, highlights of statements and voting results;

(V) Questions or suggestions from shareholders and the corresponding replies or explanations;

(VI) Names of lawyer, tellers and scrutineers;

(VII) Such other matters as may be required by the Articles of Association to be recorded in the minutes of the meeting.

Article 71 The directors present, the secretary to the Board of Directors, the Convener or their representatives, and the chairman of the meeting shall sign the minutes of the meeting and ensure that the content thereon is true, accurate, and complete. The minutes of the meeting shall be kept for a period of at least ten (10) years, together with the register of members, the power of attorney and

any other valid information relating to the manner in which the votes were cast.

Article 72 The Convener shall ensure that the shareholders' meeting continues without interruption until the vote is taken to form a final resolution. In the event that the shareholders' meeting is suspended or no resolution can be passed due to force majeure or other special reasons, the necessary measures shall be taken to reconvene the shareholders' meeting as soon as possible or to immediately terminate the shareholders' meeting in progress, and this shall be announced in good time. At the same time, the Convener shall report to the relevant CSRC dispatching agency and the SSE.

Section 7 Voting and resolutions at shareholders' meetings

Article 73 Resolutions passed at shareholders' meetings are divided into ordinary resolutions and special resolutions.

An "ordinary resolution" shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting (including the proxies thereof attending the shareholders' meeting).

A "special resolution" shall be passed by two-thirds or more of the voting rights held by the shareholders present at the shareholders' meeting (including the proxies thereof attending the shareholders' meeting).

In the event that the major issues to be considered or discussed at the shareholders' meeting will affect the interests of small and medium-sized investors, the votes of the small and medium-sized investors shall be counted separately, but shall not affect the overall voting results of all shareholders. The results of the separate count shall be made available to the public in a timely manner.

Article 74 The following matters must be approved by an ordinary resolution at the shareholders' meeting:

(I) The report on the work of the Board of Directors;

(II) Dividend distribution plans and loss recovery plans drafted by the Board of Directors, as well as mid-term dividend conditions and upper limit plans for the next fiscal year;

(III) The appointment and dismissal of members of the Board of Directors and their remuneration and method of payment;

(IV) Matters other than those required by applicable laws and regulations or by the provisions of Article 75 of the Articles of Association to be adopted by special resolution.

Article 75 The following matters shall be approved by a special resolution at the shareholders' meeting:

(I) Increases or decreases in the total number of authorized shares or the total number of issued shares of the Company;

(II) Mergers, divisions, dissolutions, liquidations and changes of legal form of the Company;

(III) Amendments to the Memorandum of Association or the Articles of Association;

(IV) The purchase or sale of major assets or the amount of guarantees by the Company within one year exceeding 30% of the total audited assets of the Company for the latest period;

(V) Share incentive plans;

(VI) The share repurchase as stipulated in paragraph (1) (a) and (b) of Article 11 of the Articles of Association;

(VII) In the event of the circumstances stipulated in paragraph (2) of Article 113 of the Articles of Association, the proposals on the purchase or sale of assets, the lease or rental of assets, the granting of assets, related transactions, and external investments for the purpose of carrying out the purchase, which are submitted to the shareholders' meeting by the Purchaser and its concerted parties;

(VIII) Any other matter that is required by applicable laws and regulations or the Articles of Association to be approved by a special resolution of the shareholders' meeting, or any other matter that the shareholders' meeting determines by the ordinary resolution to have a significant impact on the Company and shall be approved by a special resolution.

Article 76 The shareholders' meeting shall be deemed to be quorate if at least two shareholders are present in person or by proxy. Shareholders (including proxies) exercise their voting rights according to the number of voting shares they hold. Each share carries one vote.

Treasury shares held by the Company itself do not carry voting rights and are not included in the total number of voting shares held by shareholders attending the shareholders' meeting.

If a shareholder acquires voting shares of the Company in violation of the provisions of Article 63 (1) and (2) of the *Securities Act*, the portion of the shares in excess of the prescribed ratio may not exercise voting rights for a period of 36 months after the acquisition and shall not be included in the total number of voting shares held by the shareholders present at the shareholders' meeting.

The Board of Directors of the Company, independent directors and shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with applicable laws and regulations or the provisions of the securities regulatory authorities under the State Council may act as a solicitor and, either on their own or by appointing the securities companies or securities service institutions, publicly invite the shareholders of the Company to appoint them to attend the shareholders' meeting on their behalf and to exercise the shareholders' rights, such as the right to make proposals and the right to vote, on their behalf. If that shareholders' rights are solicited in accordance with the foregoing, the solicitor shall disclose the solicitation documents and the Company shall cooperate with the solicitor. Public solicitation of shareholders' rights, whether paid or paid in disguised form, shall be prohibited. The Company may not impose minimum shareholding restrictions on the solicitation of voting rights, except as required by law.

Article 77 If a related transaction is proposed at the shareholders' meeting, the related shareholders shall not participate in the voting on the related transaction in question, and the number of voting shares represented by them shall not be included in the total number of valid votes; the resolution of the shareholders' meeting shall fully disclose the votes of the unrelated shareholders.

Article 78 The Company shall facilitate the participation of shareholders in the shareholders' meeting in various ways and means, on the premise of ensuring the legality and effectiveness of the shareholders' meeting.

Article 79 Except in special circumstances, when the Company is in crisis, the Company will

not enter into any contract with any person other than the Director and senior management which places the management of all or important business of the Company under the responsibility of that person, unless approved by the special resolution of the shareholders' meeting.

Article 80 The list of non-employee director candidates is submitted to the shareholders' meeting for the vote by way of a proposal.

The cumulative voting system may be used when the shareholders' meeting resolves on the election of directors in accordance with the provisions of the Articles of Association. The cumulative voting system shall be used in the following circumstances:

(I) Election of two or more independent directors;

(II) The situation where proportion of shares with voting rights owned by a single shareholder and its concert parties is 30% or more.

The "cumulative voting system" referred to in the preceding paragraph means that, in the election of directors at the shareholders' meeting, each share is entitled to the same number of votes as the number of directors to be elected, and that the voting rights of shareholders may be utilized in a centralized manner. The Board of Directors shall make the curriculum vitae and basic information on the director candidates available to the shareholders.

Article 81 In addition to the cumulative voting system, the shareholders' meeting will vote on all proposals one by one, and if there are different proposals on the same matter, the proposals will be voted on in the order in which they were presented. The shareholders' meeting will not set aside or refuse to vote on a proposal unless the shareholders' meeting is adjourned or unable to take a decision for special reasons such as force majeure.

Article 82 The manner and procedure for the nomination of non-employee directors is as follows:

(I) Shareholders holding, individually or collectively, more than one percent (1%) of the issued shares of the Company may, by written proposal, nominate the non-employee director candidates to the shareholders' meeting, provided that the number of non-employee director candidates nominated by them shall comply with the provisions of the Articles of Association and shall not exceed the number of directors to be elected. The proposals made by shareholders to the Company shall be served on the Company at least 10 days prior to the shareholders' meeting. The Nomination Committee shall review the qualifications of the non-employee director candidates and provide recommendations to the Board of Directors regarding the eligibility thereof. The Board of Directors shall re-evaluate the qualifications of the recommended candidates and, upon approval, submit formal proposals to the shareholders' meeting for consideration.

(II) The Board of Directors may propose a list of non-employee director candidates within the limit of the number of non-employee director candidates specified in the Articles of Association and in accordance with the number of directors to be elected, and shall submit a written proposal to the shareholders' meeting.

(III) The nomination of independent directors shall be governed by the separate independent director system of the Company.

(VI) The written notice of the intention to nominate the non-employee director, the written notice from the nominee indicating his willingness to accept the nomination, and relevant written materials on the nominee's situation shall be sent to the Company at least five (5) days prior to the date of the shareholders' meeting. The Board of Directors shall provide shareholders with the curriculum vitae and basic information on the director candidates.

Article 83 If there is a vacancy for an additional non-employee director, the shareholders' meeting shall elect and appoint the non-employee director in accordance with the manner and procedure for the nomination of non-employee directors as set forth in Article 82 of the Articles.

Article 84 No changes will be made to the proposal when it is considered at the shareholders' meeting; any proposed changes shall be considered as a new proposal and shall not be voted on at this shareholders' meeting.

Article 85 Each shareholder is only entitled to vote in one of the following ways: in person, via the Internet or by other means. In the event of the duplicate vote on the same voting right, the result of the first vote shall prevail.

Article 86 The shareholders' meeting shall vote by open ballot.

Article 87 Before voting on any proposal at the shareholders' meeting, the shareholders (including shareholders' proxies) attending the shareholders' meeting shall elect two shareholders to participate in the counting and the scrutiny of votes. If the matter under consideration is related to the shareholders, the related shareholders and their proxies shall not participate in the counting and the scrutiny of votes.

When the shareholders' meeting votes on any proposal, the votes shall be counted and scrutinized by the lawyers and the representatives of shareholders; the voting result shall be announced at the meeting, and the voting results of the resolution shall be recorded in the minutes of the meeting.

The shareholders of the Company or their proxies who vote via the Internet or by other means are entitled to check their votes through the corresponding voting system.

Article 88 The shareholders' meeting may not close on site earlier than online or otherwise. The chairman of the shareholders' meeting shall announce the voting result of all votes and the voting result of the vote on each proposal, and shall declare whether the proposal has been approved or not in accordance with the voting results.

All persons attending the shareholders' meeting, including the scrutineers, tellers, voters, network service providers, major shareholders and other relevant parties present at the shareholders' meeting and involved in the vote process by other voting means, shall be under a strict obligation of confidentiality with respect to the voting results before the Company formally announces the voting results.

Article 89 The shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals put to the vote: for, against or abstain from voting.

Votes that are not completed, incorrectly completed, illegible or not cast will be considered as a waiver of the right to vote and the number of shares held by the voter will be counted as an

"abstention".

Article 90 If the chairman of the meeting has any doubts about the voting results, he may order a recount of the votes; if the chairman of the meeting fails to order any recount, shareholders or shareholders' proxies present at the meeting who disagree with the voting results announced by the chairman of the meeting shall have the right to demand a recount of the votes immediately after the announcement of the voting results, and the chairman of the meeting shall order a recount of the votes immediately.

Article 91 Resolutions of the shareholders' meeting shall be announced promptly, and the announcement shall state the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the percentage of the total number of voting shares held by them out of the total number of voting shares of the Company, the manner of voting, the results of the voting on each proposal, and the details of the resolutions passed. If the proposal is not approved, or if the shareholders' meeting in progress amends the resolution of the previous shareholders' meeting, any special notice shall be given in the announcement of the resolution of the shareholders' meeting.

Article 92 If the shareholders' meeting approves the proposal for the election of directors, the new directors shall take office at the time specified in the resolution of the shareholders' meeting; if the resolution of the shareholders' meeting does not specify the time of taking office, the new directors shall take office from the date of the resolution of the shareholders' meeting.

Article 93 In the event that any proposal for a cash distribution, a share dividend or the conversion of capital reserve into share capital is approved at the shareholders' meeting, the Company will implement the specific proposal within two months from the date of the shareholders' meeting.

Chapter 4 Board of Directors

Section 1 Directors

Article 94 The director of the Company shall be a natural person. A person may not act as a director of the Company in any of the following circumstances:

(I) If the person has civil incapacity or limited civil capacity;

(II) If the person has been convicted of embezzlement, bribery, conversion of property, misappropriation of property or disturbance of the socialist market economic system, or the person has been deprived of his/her political rights as a result of a crime, and less than five years have elapsed since the expiration of the execution; and if the person has been placed on declared probation, and two years have not elapsed since the expiration of the probation period;

(III) If the person is a director or a factory director or manager of a company or enterprise in bankruptcy liquidation is personally liable for the bankruptcy of the company or enterprise, and the less than three years have elapsed since the date of the completion of the bankruptcy liquidation of such company or enterprise;

(IV) If the person is the legal representative of a company or enterprise whose business license has been revoked or which has been ordered to be closed due to a violation of the law, and is

personally liable for it, and the less than three (3) years have elapsed since the date on which the business license of the company or enterprise was revoked or ordered to close;

(V) Listed as a dishonest executed person by the People's Court due to the failure to repay a significant amount of debt that has become due;

(VI) Subject to a ban by the China Securities Regulatory Commission from serving as a director or senior management of a listed company, and the ban period has not yet expired;

(VII) If a person has been publicly recognized by the stock exchange as being unsuitable to serve as a director, supervisor or senior management of a listed company for a term that has not yet expired;

(VIII) Such other cases as may be required by applicable laws and regulations.

If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or engagement shall be null and void. A person shall be automatically disqualified from being a director of the Company and shall not be permitted to act as a director of the Company if such person is in any of the circumstances described in this Article. In the event that a director falls under situations described in Paragraphs (I) to (VII) above, the relevant director shall immediately cease performing the duties thereof, and the Company shall terminate his/her employment in accordance with applicable regulations. If a director falls under Paragraph (VIII), the Company shall terminate the employment within thirty days from the date of occurrence. If a relevant director shall cease performing duties but fails to do so, or if he/she shall be dismissed but is not, his/her participation in the meetings of the Board of Directors and its committees, as well as independent director meetings, and the votes thereof shall be deemed invalid and not counted toward quorum.

Article 95 Non-employee directors are elected or replaced by the shareholders' meeting and may be dismissed by the shareholders' meeting before the expiration of their term of office. The term of office of the directors is three years and they are eligible for re-election at the end of that term.

The term of office of each director is from the date of appointment until the next election of the Board of Directors at the shareholders' meeting or the democratic election of employee directors by the employees three years later. If the director's term of office expires without a timely re-election, the original director shall continue to perform his duties as a director in accordance with applicable laws and regulations and the provisions of the Articles of Association until the re-elected director takes office.

A Shareholders' Meeting shall not arbitrarily dismiss a non-employee director before the term expires without cause. In cases where applicable laws and regulations or provisions of the Articles of Association apply, the Shareholders' Meeting may remove any director whose term has not expired by ordinary resolution, provided, however, that reasons shall be provided for this purpose.

The director may concurrently serve as a senior management of the Company, but the total number of directors and employee directors concurrently serving as senior management shall not exceed one half of the total number of directors of the Company.

In order to maintain the stability and continuity of the Company's business decisions and to safeguard the legitimate interests of the Company and its shareholders, at least two-thirds of the members of the newly constituted or renewed Board of Directors shall remain in office in the event

of the circumstances referred to in paragraph (2) of Article 113 of the Articles of Association.

Article 96 Directors shall comply with applicable laws and regulations and the Articles of Association, owe a duty of loyalty to the Company, and take measures to avoid conflicts between their own interests and the Company's interests. In no event shall a director exploit the authority thereof to seek undue gains.

Directors owe the following duties of loyalty to the Company, meaning that the directors shall:

(I) Not misappropriate the Company's property or funds;

(II) Not deposit any of the Company's funds in any account opened in their personal name or in the name of any other person;

(III) Not use the authority thereof to accept bribes or other illegal income;

(IV) Not directly or indirectly enter into any contracts or conduct transactions with the Company, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval via resolution in accordance with the Articles of Association;

(V) Not take advantage of their position to seek for themselves or for others business opportunities which shall belong to the Company, exceptions apply if such opportunities are reported to the Board of Directors or the shareholders' meeting and are approved by a resolution of the shareholders' meeting, or the Company is unable to utilize such business opportunities in accordance with applicable laws, regulations, or the provisions of the Articles of Association;

(VI) Not engage in or assist others in running a business similar to that of the Company, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval through a resolution of the shareholders' meeting;

(VII) Not accept commissions from others on Company's business for personal gain;

(VIII) Not divulge the Company's secrets without authorization, not to use insider information to gain unlawful benefits; after leaving the Company, to observe the non-competition obligations agreed with the Company;

(IX) Not take advantage of their related relationship to damage the Company's interests;

(X) Not provide any form of convenience or assistance that is detrimental to the legitimate rights and interests of the Company or its shareholders to any organization or an individual (and its acquisition) that proposes to carry out or is carrying out an acquisition of the Company;

(XI) To safeguard the interests of the Company and all shareholders, and not to jeopardize the interests of the Company for the benefit of shareholders, employees, themselves or other third parties;

(XII) Other duties of loyalty as may be required by applicable laws and regulations and the Articles of Association.

The income derived by the directors from the above acts shall belong to the Company; if they cause losses to the Company, they shall be personally liable for all losses and damages suffered by the Company.

The close relatives of directors or senior management, enterprises directly or indirectly controlled by directors, senior management, or their close relatives, and other related parties with

connections thereto entering into contracts or conducting transactions with the Company are subject to the provisions of Paragraph (2) (d) of this Article.

Article 97 Directors shall comply with applicable laws and regulations and the Articles of Association, and bear a duty of diligence to the Company. Directors shall, in performing the duties thereof, exercise the degree of care expected from a reasonably prudent manager in the best interests of the Company.

Directors owe the following duties of diligence to the Company, meaning that the directors shall:

(I) exercise the rights granted by the Company prudently, conscientiously and diligently to the extent necessary to ensure that the business conduct of the Company complies with the requirements of all applicable laws and regulations, including the laws of the PRC, the relevant administrative regulations of the PRC as well as the requirements of various economic policies of the PRC, and that the business activities do not exceed the scope of business as stipulated in the Business License of the Company (irrespective of the place of issuance);

(II) treat all shareholders fairly;

(III) keep abreast of the Company's business operations and management, to report to the Board of Directors on relevant issues and risks in a timely manner, and not to claim exemption from liability on the basis of unfamiliarity with the Company's business or lack of understanding of relevant matters;

(IV) sign the written confirmation of the Company's periodic reports to ensure that the information disclosed by the Company is true, accurate and complete;

(V) Truthfully provide relevant information and materials to the Audit Committee, without obstructing the Audit Committee's exercise of its authorities;

(VI) actively promote the standardized operation of the Company, to supervise the Company in the fulfillment of its information disclosure obligations, to correct and report on violations by the Company in a timely manner, and to assist the Company in fulfilling its social responsibilities;

(VII) ensure that they have sufficient time and energy to participate in the affairs of the listed company and to prudently assess the risks and benefits that may arise from the matters under consideration; they shall in principle attend the meetings of the Board of Directors in person, and if they authorize other directors to attend the meetings on their behalf for any reason, they shall prudently select the appointees, and the matters of authorization and decision-making intention shall be specific and clear, and shall not be entrusted with full powers;

(VIII) Perform such other duties of diligence as may be required by applicable laws and regulations and by the Articles of Association.

Article 98 A director who fails to attend two consecutive meetings of the Board of Directors in person and does not designate or appoint another director to attend the meeting of the Board of Directors on his/her behalf shall be deemed to be unable to discharge his/her duties, and the Board of Directors shall recommend to the shareholders that such director be removed and replaced.

Article 99 The director may resign from office by submitting a written resignation to the Board of Directors before the expiry of his term of office. The Board of Directors shall disclose the

situation to the public within two trading days.

If a director's resignation causes the number of directors on the Company's Board of Directors to fall below the minimum quorum, or if the resignation of an independent director results in non-compliance with applicable laws, regulations, or the Articles of Association regarding the composition of independent directors on the Board or its committees, or if there is no accounting professional among the independent directors, the incumbent directors shall continue to perform the duties thereof in accordance with applicable laws, regulations, and the Articles of Association until an alternate director is elected.

Under the circumstances listed in the preceding paragraph, a director's resignation report shall take effect only after a successor has been elected to fill the vacancy caused by the resignation thereof; except under the circumstances listed above, a director's resignation shall become effective upon delivery of the written resignation report thereof to the Board of Directors. Upon a director's resignation, the Company shall complete the by-election of a replacement within 60 days to ensure that the composition of the Board of Directors and its committees complies with legal regulations and the Articles of Association.

Article 100 The Company shall conduct exit management for departing directors, establish safeguard measures for accountability and compensation recovery in respect of unfulfilled public commitments and other outstanding matters. When a director ceases to be a director of the Company, whether by resignation or by expiry of the term of office or for any other reasons, he shall complete all transfer procedures to the Board of Directors, and his duty of loyalty to the Company and its shareholders shall not ipso facto be discharged upon his ceasing to be a director of the Company and shall continue to be valid for two years thereafter, and his duty of confidentiality with respect to the Company's trade secrets shall continue to be valid after his ceasing to be a director of the Company, until such secrets have become public information. The duration of other obligations shall be determined on an equitable basis, depending on the length of time between the occurrence of the event and the departure and the circumstances and conditions under which the relationship with the Company is terminated. A director's liabilities arising from the performance of duties during his or her tenure shall not be extinguished or terminated upon resignation.

Article 101 The shareholders' meeting may pass a resolution to remove a director, which shall become effective on the date the resolution is adopted.

If a director is removed without justified reasons before his or her tenure expires, the director may claim compensation from the Company.

Article 102 No director may act in his personal capacity on behalf of the Company or the Board of Directors without the legal authorization of the Articles of Association or the Board of Directors. Where a director acts in his personal capacity, he must disclose his position and identity in advance if the third party might reasonably believe that the director is acting on behalf of the Company or the Board of Directors.

Article 103 If a director's execution of duties causes damage to others, the Company shall bear liability for compensation; if, however, the director acted with intent or gross negligence, he or she shall also bear liability for compensation. A director who, in the performance of his duties for the

Company, violates applicable laws and regulations or the provisions of the Articles of Association and causes loss or damage to the Company, shall be liable for compensation.

Section 2. Independent Directors

Article 104 Independent directors shall diligently perform their duties in accordance with applicable laws, regulations, and the Articles of Association, playing roles in decision-making, oversight, checks and balances, and providing professional consultation on the Board of Directors, thus safeguarding the overall interests of the Company and protecting the lawful rights and interests of small and medium-sized shareholders.

Article 105 Independent directors shall maintain the independence thereof. The following individuals are not eligible to serve as independent directors:

(I) Those employed by the Company or its affiliates, as well as their spouses, parents, children, and significant social relations;

(II) Natural person shareholders directly or indirectly holding 1% or more of the Company's issued shares, or among the top ten shareholders of the Company, and their spouses, parents, and children;

(III) Those employed by shareholders directly or indirectly holding 5% or more of the Company's issued shares, or among the top five shareholders of the Company, and their spouses, parents, and children;

(IV) Those employed by the affiliates of the Company's controlling shareholder or actual controller, as well as their spouses, parents, and children;

(V) Those who have significant business dealings with the Company and its controlling shareholders, actual controller, or their respective affiliates, or persons who are employed by entities that have significant business dealings with the Company, as well as their controlling shareholders and actual controllers;

(VI) Those providing financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholder, or actual controller, including, but not limited to, all project team members of the service-providing intermediary institutions, personnel at various levels of review, individuals signing the reports, partners, directors, senior management, and principal officers.

(VII) Those who have had any of the statuses listed in Paragraphs (a) to (f) in the past twelve months;

(VIII) Other individuals lacking independence as defined by applicable laws, regulations, and the Articles of Association.

The affiliates of the Company's controlling shareholder or actual controller mentioned in Paragraphs (d) to (f) of the previous clause do not include enterprises controlled by the same state-owned asset management institution as the Company where no related-party relationship with the Company exists as per relevant regulations.

Independent directors shall self-assess their independence annually and submit the findings to the Board of Directors. The Board of Directors shall annually evaluate the independence of incumbent independent directors and issue a specialized opinion, which shall be disclosed

concurrently with the annual report.

Article 106 Individuals serving as independent directors of the Company shall:

(I) Be eligible for serving as directors of a listed company pursuant to applicable laws and regulations;

(II) Comply with the independence requirements set forth in the Articles of Association;

(III) Have basic knowledge of the operations of a listed company, and be familiar with relevant laws, regulations, and rules;

(IV) Possess over five years of experience necessary for fulfilling the duties of an independent director, such as in law, accounting, or economics;

(V) Exhibit good personal character with no significant records of dishonesty or other adverse records;

(VI) Meet other conditions stipulated by applicable laws, regulations, and the Articles of Association.

Article 107 As members of the Board of Directors, independent directors owe duties of loyalty and diligence to the Company and all its shareholders, and shall prudently perform the following responsibilities:

(I) Participate in the decision-making of the Board of Directors and express clear opinions on matters under consideration;

(II) Monitor potential major conflicts of interest between the Company and its controlling shareholder, actual controller, directors, and senior management, ensuring the protection of small and medium-sized shareholders' lawful rights;

(III) Provide professional and objective advice on the Company's operational development, promoting improved decision-making by the Board of Directors;

(IV) Perform other duties stipulated by applicable laws, regulations, and the Articles of Association.

Article 108 Independent directors shall have the following special authorities:

(I) Independently engage intermediaries to audit, consult, or verify specific matters of the Company;

(II) Propose the convening of an extraordinary Shareholders' Meeting to the Board of Directors;

(III) Propose the convening of a meeting of the Board of Directors;

(IV) Publicly solicit shareholder rights from shareholders pursuant to law;

(V) Issue independent opinions on matters that are potentially detrimental to the Company or small and medium-sized shareholders' interests;

(VI) Exercise any other authorities as stipulated by applicable laws, regulations, and the Articles of Association.

Exercise of the authorities specified in Paragraphs (I) to (III) of the previous clause by independent directors shall be subject to the consent of more than half of all independent directors.

When independent directors exercise any authorities outlined in the Paragraph (I), the Company shall promptly disclose it. If the aforementioned authorities cannot be exercised normally, the Company shall disclose specific situations and reasons.

Article 109 The following matters shall be submitted for consideration by the Board of Directors after being approved by more than half of all independent directors:

(I) Disclosable related-party transactions;

(II) Proposals for changing or waiving commitments by the Company and related parties;

(III) Decisions and measures proposed by the Board of Directors concerning acquisitions of the Company;

(IV) Other matters stipulated by laws, regulations, the China Securities Regulatory Commission, and the Articles of Association.

Article 110 The Company shall establish a mechanism for meetings attended solely by independent directors. Prior approval by independent directors via a dedicated meeting is required for the Board of Directors to deliberate on related-party transactions and other matters.

The Company shall, regularly or irregularly, convene dedicated meetings of independent directors. Matters specified in Paragraphs (1) (I) to (III) of Article 108, and Article 109 hereof shall be deliberated by the dedicated meeting of independent directors.

A dedicated meeting of independent directors can discuss other matters of the Company as needed. The meeting is convened and presided over by an independent director jointly selected by more than half of the independent directors; if the Convener fails to fulfill the role or cannot do so, two or more independent directors may convene the meeting themselves and appoint a representative to preside.

Meeting minutes shall be prepared as prescribed, with independent directors' opinions clearly recorded. Independent directors shall sign and confirm the meeting minutes.

The Company shall facilitate and support the convening of dedicated meetings of independent directors.

Section 3 Board of Directors

Article 111 The Company shall establish the Board of Directors, which shall be responsible to the shareholders' meeting.

Article 112 The Board of Directors of the Company consists of nine directors, of whom one is an employee director, five are non-employee directors other than independent directors, and three are independent directors, and there is one chairman of the Board of Directors.

Article 113 The Board of Directors may exercise the following authorities:

(I) To be responsible for convening the shareholders' meeting and reporting its work to the shareholders in shareholders' meeting;

(II) To implement the resolutions passed at the shareholders' meeting;

(III) To decide on the business plan (including the company's annual financial budget program) and investment program of the Company;

(IV) To formulate the Company's dividend distribution plan, loss recovery plan, and the conditions and limit for interim dividends in the following year

(V) To formulate plans for increasing or decreasing the total number of authorized shares or the total number of issued shares, the issuance of corporate bonds and the listing of the shares of the Company on the relevant stock exchange;

(VI) To draft plans for major acquisitions, the repurchase of the issued shares of the Company or mergers, dissolutions and changes of legal form of the Company;

(VII) To decide on matters of share repurchase as stipulated in paragraph (1) (III), (V) and (VI) of Article 11 of the Articles of Association;

(VIII) To decide on the Company's external investments, acquisitions or disposal of assets, asset mortgages, external guarantees, entrusted wealth management, related-party transactions, external donations, financial assistance, and other matters, within the scope stipulated in the Articles of Association or as authorized by the Shareholders' Meeting; any matters beyond the scope stipulated in the Articles of Association or the authorization of the Shareholders' Meeting shall be submitted to the Shareholders' Meeting for further consideration;

(IX) To decide on the establishment of the internal management bodies of the Company;

(X) To decide on matters of mergers where the former holds not less than 90 % of the shares and the consideration paid does not exceed 10% of the Company's net assets;

(XI) To appoint or dismiss the Chief Executive Officer and the Secretary of the Board of Directors of the Company; to appoint or dismiss the senior management of the Company based on the nomination of the Chief Executive Officer; to decide on the remuneration, rewards and penalties of the aforesaid senior management;

(XII) To formulate the basic management system of the Company;

(XII) To formulate amendments to the Memorandum of Association or the Articles of Association;

(XIV) To propose to the Shareholders' Meeting the appointment or replacement of the accounting firm engaged by the Company to conduct audit services;

(XV) To receive reports on the work of the Chief Executive Officer of the Company and to review the work of the Chief Executive Officer;

(XVI) To formulate the proposal for share incentive plan of the Company and to decide to grant share options or incentive shares in a lump sum or in installments in accordance with the share option plan or share incentive plan considered and approved by the shareholders' meeting, provided that the total amount of underlying shares involved in the cumulative grant of share options or incentive shares shall not exceed the total amount of underlying shares involved in the share option plan or share incentive plan;

(XVII) To decide on the establishment of specialized committees of the Board of Directors;

(XVIII) To consider and approve matters related to external guarantees by the Company that are not required to be considered by the Shareholders' Meeting as stipulated in Article 36 of the Articles of Association;

(XIX) To manage the Company's information disclosure matters;

(XX) To approve the persons appointed as liquidators of the Company in accordance with the Articles of Association, pursuant to Article 189 of the Articles of Association;

(XXI) Pursuant to the authorization of the annual shareholders' meeting of the Company, to decide on the issuance of shares with a total financing amount not exceeding RMB300 million and not exceeding 20% of the net assets as at the end of the last year for specific targets; and to decide on the issuance of corporate bonds and financial assistance as stipulated in Article 8 of the Articles of Association, pursuant to the authorization of the Shareholders' Meeting;

(XXII) Other authorities conferred by applicable laws and regulations or by the Articles of Association, or granted by the Shareholders' Meeting.

In the event that, without the consent of the Board of Directors of the Company, any party obtains control of the Company or acquires shares capable of exercising significant influence over the Company's decision-making by way of acquisition or concerted action, the Board of Directors may, on its own initiative, take countermeasures in order to ensure the continuity and stability of the Company's operations and management and to safeguard, to the extent possible, the overall and long-term interests of the Company and its shareholders. The actions of the Board of Directors shall not jeopardize the legitimate rights and interests of the Company and its shareholders, and if the countermeasures to be taken involve matters to be considered at a shareholders' meeting, the Board of Directors shall submit the relevant proposal to the shareholders' meeting and submit it to the shareholders' meeting for consideration.

Article 114 The Board of Directors of the Company shall provide an explanation to the shareholders' meeting regarding the non-standard audit opinion issued by the Company's accounting firm on the Company's financial reports.

Article 115 The Board of Directors has established rules of procedure for the Board of Directors in order to ensure that the Board of Directors implements the resolutions passed at the shareholders' meeting, to improve efficiency and to ensure scientific decision-making.

Article 116 The Board of Directors shall determine the authority involved in external investment, the purchase or sale of assets, asset mortgages, external guarantee matters, entrusted financial management, related transactions, external donations, and shall establish strict review and decision-making procedures; major investment projects requiring approval by the shareholders' meeting shall be evaluated by relevant experts and professionals before submission to the shareholders' meeting.

Article 117 Any transaction (other than the provision of guarantees, provision of financial assistance, and connected transactions) incurred by the Company that meets one of the following criteria shall be submitted to the Board of Directors for review and disclosed in a timely manner:

(I) The total amount of assets involved in the transaction (where both book value and appraisal value exist, whichever is higher) accounts for more than ten percent (10%) of the total audited assets of the Company for the latest period;

(II) The trade value of the transaction is more than ten percent (10%) of the market value of the Company;

(III) The net assets of the object of the transaction (e.g., equity) in the last fiscal year accounts for more than ten percent (10%) of the market value of the Company;

(IV) The relevant operating revenue of the object of the transaction (e.g., equity) in the last fiscal year accounts for more than ten percent (10%) of the audited operating revenue of the Company in the last fiscal year and exceeds RMB10 million;

(V) The profit generated from the transaction accounts for more than ten percent (10%) of the audited net profit of the Company in the last fiscal year and exceeds RMB1 million;

(VI) The net profit related to the object of the transaction (e.g. equity) in the last fiscal year accounts for more than ten percent (10%) of the audited net profit of the Company in the last fiscal year and exceeds RMB1 million.

If the data involved in the aforementioned indicators are negative values, their absolute values shall be used for calculation. Guarantees under the authority of the Board of Directors require, in addition to the approval of a majority of all Directors, the approval of more than two-thirds of the directors present at a meeting of the Board of Directors.

Article 118 The Board of Directors shall have a chairman. The Chairman of the Board shall have the same business management experience in the main business of the Company, as well as the professional skills and knowledge appropriate to the performance of the duties of the Chairman of the Board, and shall be elected by a majority of all the directors of the Company.

Article 119 The Chairman of the Board shall exercise the following authorities:

(I) To preside over the shareholders' meeting and to convene and preside over the meetings of the Board of Directors;

(II) To supervise and oversee the execution and implementation of the resolutions of the Board of Directors;

(III) To organize the development of systems for the operation of the Board of Directors and to coordinate the operation of the Board of Directors;

(IV) To receive regular or irregular reports on the work of the senior management of the Company and to provide guidance on the implementation of the resolutions of the Board of Directors;

(V) Other authorities as may be required by applicable laws and regulations or the Articles of Association, and conferred by the Board of Directors.

Article 120 If the Chairman of the Board of the Company is unable to perform his duties or fails to perform his duties, a director shall be elected by a majority of the directors of the Company to perform such duties.

Article 121 The Board of Directors shall hold at least two (2) meetings of the Board of Directors each year, and such meetings shall be convened by the Chairman of the Board upon written notice to all directors ten (10) days prior to the meeting.

Article 122 Shareholders representing more than one tenth of the voting rights and more than one third of the directors, or the Audit Committee may request that an interim meeting of the Board of Directors be convened. The Chairman of the Board shall convene and preside over such a meeting of the Board of Directors within ten (10) days of the receipt of the proposal.

Article 123 Notice of an interim meeting of the Board of Directors convened by the Board of Directors may be given in the manner provided in the Articles of Association; such notice shall be served on all directors at least five (5) days before the date of the meeting or a shorter notice period as may be agreed by all directors before or after the meeting; in case of urgency, an interim meeting of the Board of Directors shall be convened as soon as possible, and the notice of the meeting may be given at any time by telephone, fax or e-mail, provided that the Convener shall give an explanation on the notice or at the meeting.

Article 124 The notice of the meetings of the Board of Directors includes the following:

- (I) The date, place and duration of the meeting;
- (II) The way the meeting is conducted;
- (III) Matters to be considered;
- (IV) The Convener and the chairman of the meeting;
- (V) The time of sending the notice.

The oral notice of a meeting shall include at least paragraph (I), (II) and (III) above and a statement that, in case of urgency, an interim meeting of the Board of Directors shall be convened as soon as possible.

Article 125 Except as otherwise provided in the Articles of Association, a meeting of the Board of Directors shall be held if a majority of the Directors are present, i.e., if a quorum is present at the meeting.

Resolutions of the Board of Directors shall be voted on the basis of one person, one vote.

Article 126 A director who has a related-party relationship with any entity or individual involved in a resolution proposed to the Board of Directors shall promptly report such relationship to the Board of Directors in writing. Directors with related-party relationships may not exercise their voting rights on the resolution, nor may they exercise voting rights on behalf of other directors; their voting rights shall not be included in the total number of voting rights. Such a meeting of the Board of Directors may be held with a majority of unrelated directors present, and resolutions made at the meeting of the Board of Directors must be passed by a majority of unrelated directors. If the number of unrelated directors present at the meeting of the Board of Directors is less than three, the matter shall be submitted to the shareholders' meeting for consideration.

Article 127 Any resolutions of the Board of Directors shall be voted upon by open ballot voting or electronic voting, and written resolutions of the Board of Directors shall be formulated accordingly.

Article 128 At meetings of the Board of Directors, the director shall attend in person; if the director is unable to attend for any reason, he may appoint another director in writing to attend and vote on his behalf. The written proxy instrument shall contain the name of the proxy, the subject matter of the proxy and the scope of the proxy, and shall be signed or sealed by appointor. If a director fails to attend a meeting of the Board of Directors and fails to appoint a proxy to attend such meeting, he shall be deemed to have waived his right to vote at that meeting.

The interim meeting of the Board of Directors may be convened by video conference, telephone,

facsimile, e-mail or such other means as the Board of Directors may from time to time determine, provided that the full expression of the views of the Directors is ensured. For meetings not held physically, the number of directors attending the meeting shall be calculated based on directors present via video, those who express opinions in teleconferences, and those who actually receive valid votes via fax or email within the prescribed timeframe.

Article 129 The Board of Directors shall make minutes of its resolutions on the matters considered at the meeting, which shall be signed or sealed by the directors present at the meeting. The minutes of the meetings of the Board of Directors shall be kept as corporate records for at least ten years.

Article 130 The minutes of the meetings of the Board of Directors include the following:

- (I) The date and place of the meeting and the name of the Convener;
- (II) The names of the directors present and the names of the directors who have appointed proxies to attend the meeting on their behalf;
- (III) The agenda of the meeting;
- (IV) Highlights of the speech given by the directors;
- (V) The manner and result of voting on each resolution (the voting results shall indicate the number of votes for, against or abstentions).

Section 4 Specialized committees of the Board of Directors;

Article 131 Other authorities conferred by applicable laws and regulations or by the Articles of Association; the Board of Directors of the Company has established the Audit Committee, the Strategy Committee, the Nomination Committee and the Remuneration and Evaluation Committee. Specialized committees are accountable to the Board of Directors and shall perform their duties in accordance with the Articles of Association and the authority delegated to them by the Board of Directors, and proposals shall be submitted to the Board of Directors for consideration and decision. The members of the specialized committees are all directors, with a majority of the members of the Audit Committee, the Nomination Committee and the Remuneration and Evaluation Committee and their Conveners comprised of independent directors; and the Convener of the Audit Committee is an accounting professional in accordance with the relevant regulations applicable to listed companies in the PRC.

Article 132 The Audit Committee shall consist of three directors who are not senior management of the Company, including two independent directors, at least one of whom shall be an accounting professional. The Audit Committee members shall be nominated by the Chairman, more than half of the independent directors, or more than one-third of all directors, and shall be elected by the Board of Directors. Employee directors may serve as members of the Audit Committee. The Audit Committee shall have a Convener, which shall be an independent director who is an accounting professional.

Article 133 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit activities and internal control. The following matters shall be submitted to the Board of Directors for further

consideration after being approved by a majority of all members of the Audit Committee:

(I) Disclosure of financial information in financial and accounting reports and periodic reports, as well as internal control evaluation reports;

(II) Appointment or dismissal of the accounting firm(s) engaged by the Company to conduct audit services;

(III) Appointment or dismissal of the Chief Financial Officer of the Company;

(IV) Changes in accounting policies, accounting estimates, or corrections of major accounting errors for reasons other than changes in accounting standards;

(V) Other duties and functions as stipulated in applicable laws and regulations, the Articles of Association, and the working rules of the Audit Committee.

Article 134 The Audit Committee's meetings shall be divided into regular meetings and extraordinary meetings. The Audit Committee shall convene at least one regular meeting every quarter. When proposed by two or more members of the Audit Committee, or when deemed necessary by the Convener of the Audit Committee, an extraordinary meeting may be convened. The Audit Committee meetings may be held only when attended by no fewer than two-thirds of the Audit Committee members. Each member has one vote, and resolutions adopted at meetings must be approved by a majority of all members. Minutes of meetings of the Audit Committee shall be prepared and properly kept, and members attending the meetings shall sign the minutes.

The working rules of the Audit Committee shall be formulated by the Board of Directors.

Article 135 The Strategy Committee shall consist of five directors, including at least one independent director. Its members shall be nominated by the Chairman, more than half of the independent directors, or more than one-third of all directors, and shall be elected by the Board of Directors. The Strategy Committee shall have a Convener who shall be responsible for presiding over and convening committee meetings.

Article 136 The Strategy Committee shall provide suggestions to the Board of Directors on the following matters:

(I) Strategic planning for the Company's long-term development;

(II) Major investment and financing plans required to be approved by the Board of Directors under the Articles of Association;

(III) Major capital operations and asset management projects as required to be approved by the Board of Directors under the Articles of Association;

(IV) Other major matters affecting the Company's development;

(V) Other matters as stipulated in applicable laws and regulations, the Articles of Association, and the working rules of the Strategy Committee.

Article 137 The Nomination Committee shall consist of three directors, a majority of whom shall be independent directors. Its members shall be nominated by the Chairman, more than half of the independent directors, or more than one-third of all directors, and shall be elected by the Board of Directors. The Nomination Committee shall have a Convener who shall be an independent director.

Article 138 The Nomination Committee is responsible for formulating selection criteria and procedures for directors and senior management, selecting, and reviewing candidates for directors and senior management and their qualifications, as well as providing suggestions to the Board of Directors on the following matters:

(I) Nomination or appointment and removal of directors;

(II) Appointment or dismissal of senior management;

(III) Other matters as stipulated in applicable laws and regulations, the Articles of Association, and the working rules of the Nomination Committee.

If the Board of Directors does not adopt or does not fully adopt the suggestions of the Nomination Committee, the opinions of the Nomination Committee and the specific reasons for not adopting them shall be recorded in the resolutions of the Board of Directors and further disclosed to them.

Article 139 The Remuneration and Evaluation Committee shall consist of three directors, a majority of whom shall be independent directors. Its members shall be nominated by the Chairman, more than half of the independent directors, or more than one-third of all directors, and shall be elected by the Board of Directors. The Remuneration and Evaluation Committee shall have a Convener who shall be an independent director.

Article 140 The Remuneration and Evaluation Committee is responsible for formulating evaluation criteria and conducting evaluations of directors and senior management, formulating and reviewing remuneration policies and plans such as remuneration determination mechanisms, decision-making processes, payment and cease-to-pay & recourse arrangements for directors and senior management, and providing suggestions to the Board of Directors on the following matters:

(I) Remuneration of directors and senior management;

(II) Formulation or amendment of equity-based incentive plans, employee stock ownership plans, vesting of incentive rights granted to incentive objects, and achievement of conditions for exercising rights;

(III) Stock ownership plans for directors and senior management in the proposed spin-off of its subsidiaries (if applicable);

(IV) Other matters as stipulated in applicable laws and regulations, the Articles of Association, and the working rules of the Remuneration and Evaluation Committee.

If the Board of Directors does not adopt or does not fully adopt the suggestions of the Remuneration and Evaluation Committee, the opinions of the Remuneration and Evaluation Committee and the specific reasons for not adopting them shall be recorded in the resolutions of the Board of Directors and further disclosed to them.

Chapter 5 Chief Executive Officer and other Senior Management

Article 141 The Company shall have a Chief Executive Officer who shall be appointed or dismissed by the Board of Directors.

Article 142 The circumstances in which a person may not serve as a director and the provisions regarding resignation management, as set out in Article 94 of the Articles of Association, also apply

to the senior management.

The provisions of Article 96 of the Articles of Association regarding the duty of loyalty of directors and paragraph (1) (IV) to (V) of Article 97 regarding the duty of diligence shall also apply to senior management.

The senior management appointed by the Board of Directors shall have long experience of service in the relevant industry and possess the professional competence and knowledge appropriate to the performance of their duties.

Article 143 Persons holding executive positions, other than non-executive directors and supervisors, in the controlling shareholder of the Company (if any) shall not serve as the senior management of the Company. The senior management of the Company are remunerated solely by the Company and the controlling shareholders will not pay.

Article 144 The Chief Executive Officer and other senior management are appointed for a term of three years and are eligible for reappointment at the end of that term.

Article 145 The Chief Executive Officer is accountable to the Board of Directors and exercises the following authorities:

(I) To direct the production and management of the Company, to organize and implement the resolutions of the Board of Directors, and to report to the Board of Directors;

(II) To organize and implement the annual business plan and investment program of the Company;

(III) To draw up the annual financial budget program of the Company;

(IV) To decide policies for the wages, benefits, rewards and punishments of the Company's employees;

(V) To decide the establishment of internal management bodies of the Company;

(VI) To decide on the establishment or abolition of branches of the Company;

(VII) To draft the basic management system of the Company;

(VIII) To formulate the detailed regulations of the Company;

(IX) To propose to the Board of Directors the appointment or dismissal of other senior management of the Company;

(X) To decide on the appointment or dismissal of responsible management personnel other than those to be appointed or dismissed by the Board of Directors;

(XI) To formulate annual performance targets for other senior management, evaluate their annual performance, and have the authority to adjust, within the salary adjustment range approved by the Board of Directors, the fixed salaries of other senior management based on the Company's overall salary conditions;

(XII) To perform other duties and powers as stipulated in the Articles of Association or as granted by the Board of Directors or as specified in the working rules of the Chief Executive Officer.

The Chief Executive Officer shall attend meetings of the Board of Directors as non-voting attendees.

Article 146 The Chief Executive Officer shall develop the working rules for the Chief Executive Officer which will be implemented after the approval by the Board of Directors.

Article 147 The working rules for the Chief Executive Officer include, but are not limited to, the following:

(I) Conditions and procedures for convening meetings of the board of managers;

(II) Specific responsibilities of the Chief Executive Officer and other senior management and their division of labor;

(III) The utilization of the Company's funds and assets, the authority to enter into major contracts, and the system of reporting to the Board of Directors;

(IV) Such other matters as the Board of Directors may deem necessary.

Article 148 The Chief Executive Officer may resign before the end of his term of office. The specific procedures and methods regarding the resignation of the Chief Executive Officer are set forth in the employment contract between the Chief Executive Officer and the Company.

Article 149 The Company shall have a Secretary of the Board of Directors. The Secretary of the Board of Directors shall be a member of senior management of the Company and shall be nominated by the Chairman and shall be appointed, replaced or dismissed by the Board of Directors. The main responsibilities of the Secretary of the Board of Directors are:

(I) To assist the Chairman in the day-to-day work of the Board of Directors;

(II) To be responsible for the organisation and preparation of documents formally submitted to the Board of Directors and the shareholders' meeting or the use of documents in connection with the meeting, to take the minutes of the meeting, to ensure that the meeting is conducted and decisions are taken in accordance with the statutory procedures and to keep abreast of the implementation of the resolutions of the Board of Directors;

(III) To act as the domestic information disclosure representative of the Company to be responsible for handling information disclosure and liaison matters with securities regulatory authorities during the period that the Company's shares are listed on the stock exchange, and for organizing and coordinating information disclosure;

(IV) To deal with intermediaries, regulators and the media.

Article 150 The Company shall establish the working rules for the Secretary of the Board of Directors, which shall take effect upon approval by the Board of Directors.

The Secretary of the Board of Directors shall comply with the relevant provisions of applicable laws and regulations, the Articles of Association and the working rules for the Secretary of the Board of Directors.

Article 151 If senior management performs its duties in the Company and causes any damage to others, the Company shall bear all compensation liabilities arising therefrom; however, if senior management has intentional or gross negligence, they shall also bear compensation liability arising therefrom. The senior management who, in the performance of his duties for the Company, violates applicable laws and regulations or the provisions of the Articles of Association and causes losses to the Company, shall be liable for compensation. The senior management of the Company shall

faithfully perform their duties and safeguard the best interests of the Company and all shareholders. The senior management of the Company who, as a result of their failure to faithfully perform their duties or breach of their duty of good faith, cause any damage to the interests of the Company and the public shareholders, shall be liable for compensation in accordance with the law.

Chapter 6 Financial and Accounting System, Dividend Distribution and Auditing

Section 1 Financial and accounting system

Article 152 The Company establishes its financial and accounting system in accordance with the applicable laws and regulations of the place where its shares are listed and the regulations of the relevant state departments.

Article 153 The Company discloses its annual report within four months of the end of each fiscal year and its interim report within two months of the end of the first half of each fiscal year.

The above annual and interim reports are prepared in accordance with the applicable laws and regulations and accounting standards of the place where the shares are listed.

Article 154 The Company will not maintain separate books of account other than those required by the Companies Act of the Cayman Islands and the applicable laws and regulations. The funds of the Company shall not be deposited in any accounts opened in the name of any individual.

Article 155 The Company shall have the right from time to time to distribute dividends in any currency to its shareholders at the shareholders' meeting. The payment of dividends by the Company to the RMB ordinary shareholders shall comply with the provisions of the foreign exchange regulations of the PRC and the Company shall withhold and pay the tax payable on the dividend income on behalf of the individual shareholders in accordance with the provisions of the tax laws of the PRC.

Article 156 Subject to the profit distribution plan approved by the shareholders in shareholders' meeting, the Board of Directors may, prior to the distribution of dividends by the Company, allocate such sums as it deems appropriate to one or more reserved fund(s), which may, at its discretion, be applied for any purpose of the Company.

Article 157 Dividends of the Company may be paid out of the realized or unrealized profits of the Company or out of the reserved fund drawn from the profits. In accordance with the ordinary resolution of the shareholders' meeting, dividends may also be distributed from share premiums or from other sources or accounts as stipulated by the applicable laws and regulations.

Article 158 If the Shareholders' Meeting violates applicable laws and regulations in distributing profits to shareholders, the shareholders shall refund the illegally distributed profits to the Company; the shareholders and the responsible directors and senior management shall be liable to compensate for any losses to the Company arising therefrom.

Article 159 The dividend distribution policy of the Company is:

(I) Principles of dividend distribution

The Company has adopted the continuous and stable profit distribution policy, and the profit distribution of the Company shall emphasize reasonable investment returns to investors and take into account the sustainable development of the Company. The cash dividend distribution policy shall

aim to stabilize and improve dividends.

(II) Forms of dividend distribution

The Company distributes dividends in the form of cash, shares, a combination of cash and shares, or in any other manners permitted by applicable laws and regulations, and gives priority to distributing dividends in the form of cash.

(III) Intervals between dividend distributions

Subject to the conditions for the dividend distribution under the Companies Act of the Cayman Islands, the Company shall, in principle, make the dividend distribution at least once a year. Interim profit distributions may also be made, subject to conditions and the approval of the shareholders' meeting of the Company.

(IV) Conditions for dividend distribution

1. Conditions and proportion of dividends paid in cash

(1) If the Company intends to pay the cash dividend, it shall simultaneously fulfill at least the following conditions:

(a) The payment of the cash dividend will not affect the subsequent continuing operations of the Company;

(b) The auditor has issued the standard unqualified audit report on the financial conditions of the Company for the year;

(c) The Company (and its subsidiaries within the scope of the consolidated financial statements) do not have any significant investment plans or cash outflows.

Significant investment plans or cash outflows are one of the following: 1) the accumulated expenditure of the Company (and its subsidiaries within the scope of the consolidated financial statements of the Company) for the proposed construction projects, external investments, acquisition of assets or purchase of equipment in the next twelve months will reach or exceed thirty percent (30%) of the audited net assets of the Company in the latest period and exceed RMB50 million; 2) the accumulated expenditure of the Company (and its subsidiaries within the scope of the consolidated financial statements of the Company) for the proposed construction projects, external investments, acquisition of assets or purchase of equipment in the next twelve months will reach or exceed ten percent (10%) of the total audited assets of the Company in the latest period.

(2) On the premise of complying with the principle of dividend distribution and ensuring the normal operation and long-term development of the Company, the Company will distribute accumulated profits in cash within three consecutive fiscal years after its listing, provided that the conditions for cash dividends are met.

The Board of Directors of the Company shall, taking into account factors such as the characteristics of the industry in which it operates, its stage of development, its own mode of operation, its level of profitability, debt repayment capacity and whether it has any arrangement for significant capital expenditure and investor returns, distinguish between the following circumstances and propose a differentiated cash dividend policy in accordance with the procedures set out in the Articles of Association:

(a) If the Company is at a mature stage of development and there is no arrangement for significant capital expenditure, cash dividends shall account for a minimum of eighty percent (80%) of the dividend distribution;

(b) If the Company is at a mature stage of development and there is an arrangement for significant capital expenditure, cash dividends shall account for a minimum of forty percent (40%) of the dividend distribution;

(c) If the Company is at a growth stage of development and there is an arrangement for significant capital expenditure, cash dividends shall account for a minimum of twenty percent (20%) of the dividend distribution;

(d) If the stage of development of the Company is not readily distinguishable but there are arrangements for significant capital expenditures, the provisions of the preceding paragraph (c) shall apply.

2. Specific conditions for the distribution of share dividends: If the Company is in good operating condition and the Board of Directors is of the opinion that the share price of the Company is not commensurate with the size of the share capital of the Company and that the distribution of share dividends will be beneficial to the interests of all shareholders of the Company as a whole, the Board of Directors may propose the implementation of a plan for the distribution of share dividends, provided that the above conditions for the cash distribution are met.

If share dividends are used for dividend distribution, real and reasonable factors such as the growth of the Company and the dilution of net asset per share shall be taken into account.

(V) Decision-making process and mechanism for dividend distribution

1. Based on the Company's specific operating data, profitability scale, cash flow situation, development planning and capital requirement for the next stage, and taking into account the opinions of the shareholders (especially the small and medium-sized shareholders), if the dividend distribution policy established in the Articles of Association of the Company is met, the Board of Directors of the Company shall seriously consider and justify the timing, conditions and minimum ratio of the Company's cash dividends, the conditions for adjustments and the requirements for decision-making procedure, and shall propose annual or interim dividend distribution proposal, which shall be implemented after being submitted to the shareholders' meeting for consideration and approval by the shareholders. The dividend distribution proposal may be submitted to the shareholders' meeting for consideration only if it is approved by a majority of the directors of the Board of Directors.

2. If independent directors believe that the specific cash dividend distribution plan may harm the interests of the listed company or minority shareholders, they shall have the right to express independent opinions. If the Board of Directors does not adopt or does not fully adopt the opinions of independent directors, the opinions of the independent directors and the specific reasons for not adopting them shall be recorded in the resolutions of the Board of Directors and further disclosed.

3. When the shareholders' meeting deliberates on the plan for cash dividends, it shall take the initiative to communicate and exchange views with shareholders (especially small and medium-sized shareholders) through a variety of channels, fully listen to the opinions and demands of small and

medium-sized shareholders, and promptly respond to the issues of concern to small and medium-sized shareholders.

4. If there is a balance in the Company's profit but the Board of Directors has not made a plan for the distribution of cash dividends, it shall explain in detail in the annual report the reasons for the failure to distribute cash dividends, the use of funds retained in the Company that have not been used for the distribution of cash dividends, and the measures to be taken to enhance investor returns.

(VI) Decision-making mechanism and procedures for adjustments to the dividend distribution policy

1. If the Company needs to adjust its dividend distribution policy in accordance with its production and operations, investment planning and long-term development, or if there are significant changes in the external operating environment or its own operating conditions, the adjusted dividend distribution policy shall not violate the relevant provisions of applicable laws and regulations.

2. The Board of Directors of the Company shall take full account of the opinions of the independent directors in the process of changing or adjusting the dividend distribution policy.

3. Adjustments to the dividend distribution policy shall be considered by the Board of Directors and then submitted to the shareholders' meeting for consideration, and will be finally approved by more than two-thirds of the votes held by the shareholders present at the shareholders' meeting. When considering adjustments to the profit distribution policy, the Shareholders' Meeting shall fully listen to the opinions of minority shareholders.

Article 160 After the Shareholders' Meeting has resolved on the profit distribution plan, or after the Board of Directors has formulated a specific plan based on the conditions and maximum amount for interim dividends for the next fiscal year as approved by the annual Shareholders' Meeting, the Board of Directors of the Company shall complete the distribution of dividends (or shares) within two months.

Article 161 No dividend or other distributions by the Company shall carry interest.

Section 2 Internal audit

Article 162 The Company shall implement an internal audit system, clarifying the leadership structure, duties and powers, staffing, funding guarantees, utilization of audit results, and accountability for internal audit work.

Article 163 The Company's internal audit system shall be implemented after being approved by the Board of Directors and disclosed to the public.

Article 164 The Company's internal auditor shall conduct supervision and inspection of the Company's business activities, risk management, internal control, financial information, and other matters.

Article 165 The internal auditor shall be accountable to the Board of Directors.

In the process of supervising and inspecting the Company's business activities, risk management, internal control, and financial information, the internal auditor shall accept the supervision and guidance of the Audit Committee. If the internal auditor discovers major issues or clues, it shall

immediately report directly to the Audit Committee.

Article 166 The specific coordination and implementation of the Company's internal control evaluation activities shall be the responsibility of the internal auditor. Based on the evaluation report and related materials issued by the internal auditor and reviewed by the Audit Committee, the Company shall issue an annual internal control evaluation report.

Article 167 When the Audit Committee communicating with external audit firms/entities such as accounting firms and national audit institutions, the internal auditor shall actively cooperate in doing so and provide necessary support and assistance.

Article 168 The Audit Committee shall participate in the assessment and evaluation of the head of the internal audit.

Section 3 Appointment of accounting firms

Article 169 The Company will appoint an accounting firm that complies with the provisions of the Securities Act to audit the accounting statements, verify the net assets, and provide other related consulting services. The accounting firm will be appointed for one year, which may be renewed upon expiration of the term of appointment.

Article 170 The appointment or dismissal of accounting firms shall be submitted to the Board of Directors for consideration after being approved by a majority of all members of the Audit Committee and shall be decided by the shareholders' meeting.

The Board of Directors shall not appoint an accounting firm before a decision is made by the shareholders' meeting.

Article 171 The Company undertakes to provide the accounting firm with true and complete accounting documents, books of account, financial statements and other accounting information, and shall not refuse to provide the accounting firm with the aforesaid documents or information, or conceal or misrepresent the aforesaid documents or information to the accounting firm.

Article 172 The appointment of the accounting firm shall be decided by the shareholders' meeting.

Article 173 When the Company terminates or does not renew the appointment of the current accounting firm, it shall notify the accounting firm in advance. When the shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to present its opinions.

If the accounting firm offers its resignation, it shall explain to the shareholders whether there are any improper circumstances in the Company.

Chapter 7 Notices and Public Announcements

Section 1 Notices

Article 174 Notices from the Company shall be given in the following forms:

- (I) Delivered by hand;
- (II) Delivered by post;
- (III) Delivered by a public announcement;
- (IV) In such other forms as may be required by the Articles of Association.

Article 175 When the Company gives a notice by an announcement, it shall be deemed to have been received by all persons concerned as soon as the announcement has been made.

Article 176 The meeting notice to convene the shareholders' meeting shall be given by means of an announcement in the media designated by the CSRC for disclosure of information on listed companies.

Article 177 The notice of meetings of the Board of Directors shall be given by the Company to all Directors by hand, fax, e-mail or post.

Article 178 If the notice of the Company is delivered by hand, the person to be served shall sign (or stamp) on the receipt of delivery, and the date of the receipt signed by the person to be served shall be the date of service; if the notice of the Company is delivered by post, the fifth working day following the day on which the notice is posted shall be the date of service; if the notice of the Company is sent by fax, the date of service shall be the date on which the fax is successfully transmitted; if the notice of the Company is sent by electronic mail, the date of service shall be the date on which the electronic mail is successfully sent; if the notice of the Company is sent by public announcement, the date of service shall be the date of publication of the first public announcement.

Article 179 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a person entitled to notice of the meeting shall not invalidate the proceedings at the meeting or any resolution passed thereat.

Section 2 Public announcements

Article 180 The Company designates the media that meet the conditions set by the CSRC and the website of the SSE as the media for publishing public announcements and other information that needs to be disclosed.

Chapter 8 Mergers, Dissolutions and liquidations

Section 1 Mergers

Article 181 The merger of the Company may merge or consolidate with other companies.

The merger means that one company is absorbed by another and the absorbed company is dissolved. The consolidation means that a new company is established by the merger of two or more companies, and the constituent companies are dissolved.

Article 182 Mergers and consolidations where the former holds not less than 90 % of the shares and the consideration paid does not exceed 10% of the Company's net assets may be carried out without a resolution of the shareholders' meeting unless otherwise stipulated in the applicable laws and regulations or the Articles of Association. If the Company carries out a merger or consolidation under the preceding sentence without a resolution of the shareholders' meeting, such merger shall be resolved by the Board of Directors.

Article 183 In any proposed merger or consolidation of the Company, the merger agreement shall be entered into by each constituent company which shall prepare a plan of merger or consolidation in accordance with the relevant provisions of the Companies Act of the Cayman Islands and register it with the Registrar of Companies of the Cayman Islands. The consent of each holder of the security interest of the Company shall be obtained in any proposed merger or consolidation of the Company,

but the court of competent jurisdiction may, upon application of the Company, waive the requirement for that consent in accordance with the applicable security terms of the Company or otherwise as the court of competent jurisdiction considers reasonable.

Article 184 In the event of a merger or consolidation of companies, the debts and liabilities of each constituent company shall be assumed by the surviving company or the consolidated company after the merger.

Article 185 If the Company proposes to reduce its capital in accordance with Section 14 of the Companies Act of the Cayman Islands, it shall file (a) a petition for an order of confirmation of the reduction of capital with the court of competent jurisdiction; or (b) a solvency statement with the Registrar of Companies of the Cayman Islands, in accordance with the requirements of the Companies Act of the Cayman Islands.

Article 186 In the event that there are changes in registered matters in any proposed merger or consolidation of the Company, such changes shall be registered with the Registrar of Companies in accordance with the Companies Act of the Cayman Islands; in the event of the dissolution of the Company, the registration shall be canceled in accordance with the law.

Section 2 Dissolutions and liquidations

Article 187 The Company may be liquidated in any of the following circumstances:

(I) Compulsorily by order of the Court;

(II) The Company may be liquidated voluntarily:

1. By virtue of the special resolution of the shareholders' meeting;

2. Because the period, if any, fixed for the duration of the Company by the Articles of Association has expired;

3. Because the event, if any, has occurred, on the occurrence of which the Articles of Association provide that the Company shall be liquidated, including the liquidation of the Company as a result of its merger by absorption with another legal entity or its merger by new establishment;
or

4. Because all necessary licenses held by the Company in the Cayman Islands have been revoked by the competent authorities in the Cayman Islands for statutory purposes.

(III) Under the supervision of the Court

Article 188 In the event that the Company is liquidated voluntarily when the term, if any, for the duration of the Company as provided in the Articles of Association expires, the term for the duration of the Company may be modified and/or extended by amending the relevant provisions of the Articles of Association. Such amendments shall be approved by the special resolution of the shareholders present at the meeting of the shareholders' meeting.

Article 189 In the matter of the voluntary liquidation of the Company:

(I) One or more liquidators shall be appointed for the purpose of liquidation the Company's affairs and distributing its assets.

(II) Except in the case of a person designated as liquidator in the Articles of Association, the

appointment of a voluntary liquidator shall take effect upon the filing of that person's consent to act with the Registrar.

(III) If a vacancy occurs by death, resignation or otherwise in the office of voluntary liquidator appointed by the Company:

1. The Company in a shareholders' meeting may fill the vacancy; or
2. The Court may fill the vacancy on the application of any contributory or creditor.

(IV) On the appointment of a voluntary liquidator all the powers of the director's cease, except so far as the Company in a shareholders' meeting or the liquidator sanctions their continuance.

(V) When two or more persons are appointed as voluntary liquidators jointly, they shall be authorised to act jointly and severally unless their powers are expressly limited by the resolution or the Articles of Association under which they are appointed.

(VI) Any person, including a director or senior management of the Company, may be appointed as its voluntary liquidator.

(VII) A voluntary liquidator may be removed from office by a resolution of the Company in a shareholders' meeting convened especially for that purpose.

(VIII) A shareholders' meeting of the Company for the purpose of considering a resolution to remove its voluntary liquidator may be convened by any shareholder individually or collectively holding more than one fifth of the total number of issued shares of the Company.

(IX) Whether or not a shareholders' meeting has been convened in accordance with paragraph (VIII), any contributory may apply to the Court for an order that a voluntary liquidator be removed from office on the grounds that that person is not a fit and proper person to hold office.

(X) Where two or more persons are appointed as joint voluntary liquidators, they may resign by filing a notice of resignation with the Registrar, so long as at least one of them continues in office.

Article 190 Except as expressly limited by a special resolution of the Company, the powers of a voluntary liquidator include:

(I) The power to take possession of, collect and get in the property of the Company and for that purpose to take all such proceedings as voluntary liquidator considers necessary.

(II) The power to do all acts and execute, in the name and on behalf of the Company, all deeds, receipts and other documents and for that purpose to use, when necessary, the Company seal.

(III) The power to prove, rank and claim in the bankruptcy, insolvency or sequestration of any contributory for any balance against that person's estate, and to receive dividends in the bankruptcy, insolvency or sequestration in respect of that balance, as a separate debt due from the bankrupt or insolvent and rateably with the other separate creditors.

(IV) The power to draw, accept, make and indorse any bill of exchange or promissory note in the name and on behalf of the Company, with the same effect with the respect of the Company's liability as if the bill or note had been drawn, accepted, made or indorsed by or on behalf of the Company in the course of its business.

(V) The power to promote a scheme of arrangement pursuant to the Companies Act of the

Cayman Islands.

(VI) The power to convene meetings of creditors and contributories.

(VII) The power to bring or defend any action or other legal proceeding in the name and on behalf of the Company.

(VIII) The power to carry on the business of the Company so far as may be necessary for its beneficial liquidation.

(IX) The power to dispose of any property of the Company to a person who is or was related to the Company.

(X) The power to pay any class of creditors in full.

(XI) The power to give notice to all creditors of the Company, including reporting to the Company's creditors and contributories upon the affairs of the Company and the manner in which it has been liquidated.

(XII) The power to pay taxes due on behalf of the Company.

(XIII) Such other powers exercised for the liquidation of the Company.

Article 191 Liquidation under the supervision of the Court

(I) When a resolution has been passed by the Company to liquidation voluntarily, the liquidator or any contributory or creditor may apply to the Court for an order for the continuation of the liquidation under the supervision of the Court, notwithstanding that the declaration of solvency has been made in accordance with the *Companies Act of the Cayman Islands*, on the grounds that:

1. The Company is or is likely to become unable to pay its debts;
2. The supervision of the Court will facilitate a more effective, economic or expeditious liquidation of the Company in the interests of the contributories and creditors.

(II) When making a supervision order, the Court:

1. Shall appoint one or more qualified insolvency practitioners; and
2. May, in addition, appoint one or more foreign practitioners;
3. As liquidator of the Company and the Companies Act of the Cayman Islands shall apply as if the Court had made a liquidation order.

(III) Unless a voluntary liquidator is appointed as an official liquidator, voluntary liquidator shall prepare a final report and accounts within twenty-eight days from the date of the supervision order.

Article 192 Duties of the liquidators:

(I) The liquidator of the Company shall act fairly and in good faith and shall be independent. The liquidator must act fairly, avoid conflicts of interest and act in a manner that is not perceived as one-sided. The liquidator shall not only be in fact, but shall be seen to be, objective, independent, impartial and fair in his dealings with parties with an interest in the liquidation.

(II) The liquidator may not accept bribes or other illegal income, and may not misappropriate the Company's property.

(III) The liquidator shall be personally liable for any loss suffered by the Company and/or the Company's creditors as a result of the liquidator's willful misconduct and/or gross negligence.

Article 193 In the case of the insolvency of the Company, it shall be liquidated by the Court and the provisions of the Companies Act of the Cayman Islands relating to the liquidation of the Court shall apply.

Chapter 9 Amendments to the Articles of Association

Article 194 The Company shall pass a special resolution to amend the Articles in any of the following circumstances:

(I) At any time, the provisions of the Articles of Association are in conflict with the Companies Act of the Cayman Islands or the relevant regulations of the PRC.

(II) Changes in the circumstances of the Company result in inconsistencies with the matters recorded in the Articles of Association of the Company.

(III) Such other cases as the Company may deem necessary to amend the Articles in accordance with applicable laws and regulations.

Article 195 Any amendment to the Articles of Association approved by the special resolution at the shareholders' meeting shall be filed with the appropriate authorities in accordance with the Companies Act of the Cayman Islands.

Article 196 The Board of Directors has filed this Memorandum and Articles of Association in accordance with the special resolution passed at the shareholders' meeting to amend the Memorandum and Articles of Association.

Article 197 Matters relating to the amendment to the Articles of Association are information required to be disclosed by the applicable laws and regulations of the place where the stocks are listed, and will be announced in accordance with such regulations.

Chapter 10 Supplementary Provisions

Article 198 Interpretation

(I) "Controlling shareholder": means a shareholder whose shares account for more than fifty percent (50%) percent of the total number of issued shares of the Company; a shareholder who holds less than fifty percent (50%) of the shares but whose voting rights based on the shares he holds are sufficient to have a significant influence on the resolution of the shareholders' meeting.

(II) "Actual controller" means a natural person, legal entity or other organization that, through investment relationships, agreements or other arrangements, is able to effectively direct the actions of the Company. A person shall be considered an actual controller under any of the following circumstances:

1. Any person who holds more than fifty percent (50%) of the total number of issued shares of the Company, unless there is evidence to the contrary;

2. Any person who effectively controls more than thirty percent (30%) of the voting rights of the shares of the Company;

3. Any person who has the right to decide on the appointment or dismissal of more than half of

the members of the Board of Directors through effective control of the voting rights of the shares of the Company;

4. Any person who, by virtue of the voting rights of the shares of the Company at his disposal, has the ability to exercise significant influence on the resolutions of the shareholders;

5. Any person who has the ability to control the Company or decide on the major business decisions, key personnel appointments and other matters of the Company.

(III) "Related relationships": refers to the relationships between the controlling shareholders, actual controller, directors and senior management of the Company and the enterprises they directly or indirectly control, as well as other relationships that may result in the transfer of the interests of the Company. However, state-owned enterprises of the PRC are not related by virtue of the fact that they are owned by the state.

(IV) "Major Social Relationships" refers to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of spouses of children, etc.

(V) "Articles of Association": means the Articles of Association of the Company currently in force, together with any supplements, amendments or replacements thereto.

(VI) "Board of Directors": means the Board of Directors of the Company appointed or elected to exercise authority at a meeting of the Board of Directors pursuant to the Articles of Association.

(VII) "Director": means a director of the Company who is a member of the Board of Directors.

(VIII) "Electronic Record": has the same meaning as in the *Electronic Transactions Act*.

(IX) "Electronic Transactions Act": means the *Electronic Transactions Act (As Revised) of the Cayman Islands*.

(IX) "Employee director": means a director who is a representative of the employees democratically elected by the employees through congress of workers and staff, staff meetings or other forms of election, and does not require approval by the shareholders' meeting. A person who holds an office or has an employment, labor or service relationship with the Company and is elected as a director by the shareholders' meeting is not an employee director.

(XI) "Non-employee director": means a director who is not a representative of the employees.

(XII) "Independent Director": means a director of the Company who does not hold any position other than that of a director, and who does not have any relationship with his listed company or major shareholders that might interfere with his independent and objective judgment.

(XIII) "Memorandum of Association": means the Memorandum of Association of the Company currently in force, together with any supplements, amendments or replacements thereto.

(XIV) "Register of Members": means the unique register of members established by the Company on the basis of the certificates provided by the China Securities Depository and Clearing Corporation Limited (CSDC), deposited in Shanghai and entrusted to the China Securities Depository and Clearing Corporation Limited (CSDC) for maintenance.

(XV) "Share": means a share of the Company and includes a fractional share.

(XVI) "Ordinary share": means a share with ordinary rights and obligations, which shall have the meaning ascribed to it in the General Provisions of the Articles of the Company, including RMB ordinary shares.

(XVII) "RMB ordinary shares": means shares issued by the Company to investors in the PRC, subscribed in RMB and listed on the SSE with RMB as the trading currency.

(XVIII) "Shareholder": means a person who is registered in the Register of Members as the holder of shares in the Company.

(XIX) "PRC": means the People's Republic of China, including the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan. For the purpose of the Articles of Association and the Memorandum of Association, references to/definition of laws, regulations and other governing documents and jurisdictions are only referred to/defined on laws, regulations and governing documents and jurisdictions in Mainland China.

(XX) "Treasury shares": means shares redeemed or repurchased by the Company pursuant to the Companies Act of the Cayman Islands and held as a treasury share in accordance with the direction of the Board of Directors of the Company. Such shares shall continue to be held as treasury shares until canceled or transferred in accordance with the Companies Act of the Cayman Islands. The Company is authorized to hold treasury shares in accordance with the Companies Act of the Cayman Islands.

(XXI) "Court": The "Court" referred to in Section 2 of Chapter 8 means the Grand Court of the Cayman Islands.

(XXII) "Registrar": means the Registrar of Companies of the Cayman Islands and, where appropriate, the Deputy Registrar of Companies of the Cayman Islands.

(XXIII) The recognition of "transaction", "trade value", "market value", "related person" and "related transaction" in the Articles of Association shall be governed by the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (including any subsequent amendments). For the avoidance of doubt, "transactions" does not include the purchase of the raw materials, the fuel and the power, the sale of products or merchandise, and other transactions in connection with day-to-day operations, except for related transactions with related persons.

(XXIV) "Applicable Laws and Regulations": means the laws, administrative regulations, local laws and regulations, rules and normative legal documents of the PRC and the relevant provisions formulated by the securities regulatory authorities of the places where the shares are listed, as well as other applicable relevant provisions such as the Companies Act of the Cayman Islands.

(XXV) "Relevant Jurisdictions": means the People's Republic of China (PRC) and the Cayman Islands.

(XXVI) "Place of Listing": means the People's Republic of China (PRC).

(XXVII) "Qualified IPO" or "QIPO" refers to an application for initial public offering of shares and listing on the Shanghai Stock Exchange, Shenzhen Stock Exchange, Hong Kong Stock Exchange, New York Stock Exchange, NASDAQ Global Market, or other exchanges or markets approved by the Board of Directors.

Article 199 In the Articles of Association:

(I) Words importing the singular number include the plural number and vice versa;

(II) Words importing the masculine gender include the feminine gender;

(III) Words importing persons include corporations as well as any other legal or natural person;

(IV) "Written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;

(V) "Shall" shall be construed as imperative and "may" shall be construed as permissive;

(VI) References to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced;

(VII) Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;

(VIII) The term "and/or" is used herein to mean both "and" as well as "or". The use of "and/or" in certain contexts in no respects qualifies or modifies the use of the terms "and" or "or" in others. The term "or" shall not be interpreted to be exclusive and the term "and" shall not be interpreted to require the conjunctive (in each case, unless the context otherwise requires);

(IX) Headings are inserted for reference only and shall be ignored in construing the Articles of Association;

(X) Any requirements as to delivery under the Articles of Association include delivery in the form of an Electronic Record;

(XI) Any requirements as to execution or signature under the Articles of Association (including the execution of the Articles of Association) can be satisfied in the form of an electronic signature as defined in the Electronic Transactions Act;

(XII) Sections 8 and 19(3) of the Electronic Transactions Act shall not apply; and

(XIII) The term "clear days" in relation to the period of a notice means that period excluding the day when the notice is received or deemed to be received and the day for which it is given or on which it is to take effect.

Article 200 The Board of Directors may formulate enforcement regulations pursuant to the Articles of Association. Such enforcement regulations shall not contravene the provisions of the Articles of Association.

Article 201 The phrases "at least", "more than", "within" and "below" as mentioned in the Articles

of Association are inclusive while "less than", "not less than", "exceeding" and "beyond" are exclusive.

Article 202 "RMB" as referred to in the Articles of Association means the Renminbi, the lawful currency of the People's Republic of China. "USD" as referred to in the Articles of Association means the United States dollar, the lawful currency of the United States of America.

Article 203 Unless otherwise stated, "shares" or "stock" as referred to in the Articles of Association means issued shares.

Article 204 The Articles of Association shall come into force upon being considered and approved by the shareholders' meeting. The Board of Directors reserves the right to interpret the Articles of Association reasonably. Words and phrases not defined in the Articles of Association shall have the meanings ascribed to them by applicable laws and regulations, as determined by the Board of Directors of the Company on a case-by-case basis. If the register of members is deposited in Shanghai and maintained by the China Securities Depository and Clearing Corporation Limited (CSDC), the issuance, listing, registration and trading of the RMB ordinary shares of the Company shall be governed by the laws and regulations of the PRC. If the Company maintains the listing of its RMB ordinary shares on the SSE, the Company shall comply with the laws and regulations of the PRC and the relevant requirements of the securities regulatory authorities of the PRC for red chip companies.

Article 205 Unless the Board of Directors otherwise prescribes, the fiscal year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

