ARTICLES OF ASSOCIATION
OF

Beijing Jingneng Clean Energy Co., Limited
北京京能清潔能源電力股份有限公司

(Incorporated in the People's Republic of China with limited liability)

(Applicable after the issue of H shares)

(As adopted pursuant to a written resolution passed at the first extraordinary general meeting of the Company in 2010 held on 16 November 2010, and as revised pursuant to written resolutions passed at the first extraordinary general meeting of the Company in 2013 held on 17 December 2013, the first extraordinary general meeting of the Company in 2014 held on 28 October 2014 and the first extraordinary general meeting of the Company in 2018 held on 13 February 2018)

* T. d o e. . . a . e a ed C. e e a d . E . e . . . . f a . ad . ed . e . a e. de . e e a ee. . f . e C . a a d f efe e ce . I ca e f a . c . . . e c be ee . e C. e e e . . . a d . e E . e . . , . e C. e e e . . . a . e a .

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Chapter 1 General

Article 1

T ada , e e f e de e , e f c a , a e ec , e ab , e de a e- ed e e , e e C e ec a ac e , c , a d , afe a d e , a e , a d e e , f Be J e C ea E e C ., L ed (e **Company**–) a d , a e de a d c ed , a d , e a e a a , a d ac f e C a , e A c e f A c a f a ed a e e C a La f PRC (e C a La), e La f E e , e S a e- ed A e f e PRC, e C f e C Pa f C a, e Seo e La f PRC (e Seo e La), e S ec a P f S a e C c O e ea R d a a d L f L ed C a (e S ec a P), e Ma da P f e A c e f A c a f e C a e , be L ed O de e PRC, e G de e f A c e f A c a f C e e L ed C a e, e R e G e e L f Seo e T e S c E c a e f H K L ed, a d e e a , .

Article 2

T e C a a c ed c a d c , a ed acc da ce e C a La, e Seo e La, e S ec a P , a d e e a a e a a d e a .

A ed b e A a S a e-O ed E , Ma a e e I e Re a , Be J e C ea E e C ., L ed (P e a) (G Z C a Q a 2010 N .757), ed b S a e- ed A e. S e a d Ad a C f e S a e C c 3 A , 2010, e A a f M f C ece C e f Be J e E e Tec I e e C ., L d., C a e F e I e ed J S c C a (S a Z P 2010 N .822), ed b e M f C ece 13 A , 2010, a e a de f e a Be J e E e Tec I e e C ., L ed a e , e , e a c e f a d ed a d c f ed b e a e f e a Be J e E e Tec I e e C ., a a 30 A , 2010, a d c d c e a a e a , e C a e ab ed a d e e ed a Be Ad a f I d a d C ece 25 A , 2010, e E e , e Le a Pe B e L ce e (e a be 110000002224112) a ed.

T e , e f e C a a e Be E e I e e H d C ., L d., Be I e a a E ec c E ee C ., L d., Be S a e A e. Ma a e e a d Ad a Ce e , Be D c. Hea (G) C ., L d., Be S e Sc ce a d Tec De e , e C ., L d., Be E e E e Tec I e e C . L ed a d BARCLAYS BANK PLC.

Article 3

T e e ed C e e a e f e C a 北京京能清潔能源電力股份有限公司; a d e E a e f e C a BEIJING JINGNENG CLEAN ENERGY CO., LIMITED.

Article 4

Add e f e C a : R 118, N .1 Z G a Ea R ad, Bada Ec c
De e e Z e, Ya C , Be
P a c de: 100028
Te e e N .: 010-64469988
Fa N .: 010-64469736

Article 5

T e c a a f e b a d f d ec e C a ' e a e e a e.

Article 6

T e C a a e e a c ed c a .

Article 7

A e C a ' a e a e d ded e a a e. Eac a e de e b e e C a
b c bed a e. T e C a e b e f deb a e.

Article 8

A ed a e a e a e e a ee a d b e e a a e f e a e, A c e
f A c a a e effec e da e e ea ed f e a e ed b e C a a e
ed a d c e ce dea T e S c E c a e f H K L ed. F e effec e da e f
A c e f A c a , A c e f A c a a e ace e e a c e f a c a f e
C a c a bee f ed e d a d c e ce ad a .

Article 9

F e effec e da e f A c e f A c a , A c e f A c a a bec e a e a
b d d o e c e a e e C a ' a a a d ac , e a d b a be ee
e C a a d a e de , a d a e a e de .

T A c e f A c a a be e a b d e C a ' a e de , e C a , e be
f e C ee f e C Pa f C a (C f D c e I ec), d ec ,
e , e ff ce , c e e be e ed c a f a e e a e C
a , a d de a e c e d b a acc da ce A c e f A c a .

W e d ce e f A c e 243, a d acc d A c e f A c a , e
a e de ca e e e a e de , e a e de ca e e C a ' d ec , e
a d e ff ce . T e a e de ca e e C a . T e C a ca e e a e de , d ec ,
e a d e ff ce .

F e e f e ab e a a a , e e e– a c de e a f ceed a c
a ca a a b a a a f a b a .

T e e ff ce – A c e f A c a efe e e a a a e, de e a a a e, ec e a e b a d f d ec , c ef acc a a d e e e a ed b e b a d f d ec a e C a ' e ff ce . T e e e a a a e –, de e a a a e – a efe e e a a a e – a d de e a a a e – e C a a , a d e e c ef acc a – a efe c ef f a c a ff ce – e C a La .

Article 10

I acc da ce e f e C f e C Pa f C a, e c a a e ab a a f e C Pa f C a; e a a f e Pa (e Pa O a a) a a e c e eade e, d c ec d ec , a a e a a a de e e a f e e e ' a . T e f e Pa a be e ab ed ca e ac e f e Pa .

T e c a a de e ece a c d f e ac e ca ed b e Pa O a a . T e a d aff f e Pa O a a a be c ded e C a ' a a e e a a a d aff . T e fi d f e Pa O a a a be c ded e C a ' b d e a d a be d b ed f e a a e e fee .

Article 11

I c a ce e C f PRC a d e e a , e C a a ad de c a c a a e e e , e a e a e ab , c d c ab ' ac e a d ec e a fi a d e e f e e ee . T e c a a de e ece a c d f e ac e f ab .

Article 12

T e C a a e e e e . H e e , a bec ea ca a c b a a bea ab e f e deb f e e e e ed, e e e e ded f b a .

Chapter 2 Operational Objectives and Scope

Article 13

T e ea a b ec e f e C a a e: e d a c ea d ee e eff c e c a ad a ced ec a d a a e e e e ce, ac e e d e e e f e a e de f e C a , a d e e de e e f c ea e e a d e e a ec e ca a .

Article 14

T e C a ' c e f b e a be acc da ce e e a ed b e c a e a a .

T e C a ' e a e ed c e f e a a be: e e a a a ed e a e , ea e ce, e e c a c ad e a a e a e .

Chapter 3 Shares, Registered Capital and Transfer of Shares

Article 15

T/e C/a/a/ae/ d/a/ae a/a/e. I/ a/ae/ e/e/ d/ f/ae a/ eeded, /, a/ b/ea/ /e/ a/ae/ ed b/ e S/a/e C/ c/.

Article 16

T/e C/a/ae/ a/ be/ f/ f/ae ce/ fca/e.

A/ e/ae/ ed b/ e C/a/ae/ a/ a/ea/ a/ a/ e[illegible] c/ a/ be RMB1 f/ eac/ /ae.

T/e RMB e/ ed/ e/ eced/ /a a/ efe/ e/ a[illegible]fi/ o/ e c/ f/ e PRC.

Article 17

C/a/ae/ a/ be/ ed ba ed/ e/ c/ e f/ e/, fa/ a d/ ce. S/a/e f/ e a/e c/a/ae/ a/ ca/ e/ a/ /.

F/ e a/ ec a/ f/ ae/ f/ e a/ e/ ace, eac/ /ae/ a/ be/ ed a/ e a/ ec d/ a d/ ce. A/ / d/ d a/ a/ a/ e a/ e/ ce f/ a/ c/ /ae/ b/ c bed.

Article 18

T/e C/a/ a/ e/ae/ e/ de/ e PRC a d/ e/ / de/ e PRC/, a/ a/ f/ e S/a/e C/ c/ a/ e/ c/a/ e f/ eo/ e.

F/ e/ / e f/ e/ eced/ /a a/ /, e/ e/ de/ e PRC– a/ efe/ e/ f/ f/ e c/ / e/ H/ K/, Maca/ Ta[illegible]a/ a/ b/ c be f/ /ae/ ed b/ e C/a/. T/e/ e/ de/ e PRC– a/ efe/ e/ de/ e PRC, e/ c/ d/ e ab/ e- e/ ed e/ /, a/ b/ c be f/ e/ /ae/ ed b/ e C/a/.

Article 19

T/e/ ae/ ed b/ e C/a/ e/ de/ e PRC f/ b/ c/ / Re/ b/ a/ be efe/ ed/ a d/ e/ c/ e/ e/ /ae/–. T/e/ ae/ ed b/ e C/a/ e/ / de/ e PRC f/ b/ c/ / f/ e/ o/ e/ c/ a/ be efe/ ed/ a f/ e/ e/ /ae/–. T/e/ e/ ea/ ed f/ e/ e/ /ae/ a/ be efe/ ed/ a/ e/ ea/ ed/ ae/–.

T/e/ f/ e/ o/ e/ c/ – e/ eced/ /a a/ /, a/ efe/ e/ a[illegible]fi/ o/ e/ c f/ ee/ c/ e/ b/ e/ e/ c/ e/ (e/ ce/ f RMB), [illegible] c/ ec 5 ([illegible])0.5 - 7c/ ae f/ e/ e/ c/ a/ e a/ /0.5 - 7ca/ d acce/ ab/ e/ a f/ e/ /ae/.

T/e/ e/ ea/ ed 5 - 7c/ ae/ ed C/ a[illegible] c/ / ed 5 - 7c H/ K/ efe/ ed/ a H/ ae/, a/ e/ / e RMB-de/ a ed/ ae/ a/ / ed b/ e H/ K/ S/ c E/ c/ a/ e f/ / [illegible] e/ b/ c/ / a d/ ad/ a/ e H/ K/ d/ a/. U/ a/ / a/ f/ e S/a/e C/ c/ a/ e/ c/ e a/ / ed b/ e S/a/e C/ c/ a d[illegible] e/ c/ e/ f/ H/ K/ S/ c E/ c/ a/ e/, e/ ed/ e/ c/ e/ e/ /ae/ ca/ be c/ / e/ ed/ / H/ ae/.

A,, ed b eq e e a a f e S.a.e C c , a e de f e C a ' d e c e e a e a a fe a e a e de e PRC f a d ad . T e a d ad f c a e e ea c e c a e a c , e e a ced e, e a a d e e e f e f e eq a e a d a e a c a ee ece a c c a a ce .

Article 20

F a a f ea e f e C a e a be f d a a e a e C a a e 5 b , f e 5 b d a a e ed e e a e e f e ab e :

Be E e I e e H d C ., L.d., b c be a d d 4,287,400,000 a e , e e 85.748% f e a ed d a a e f e C a ;

Be S.a.e A e Ma a e e a d Ad a Ce e b c be a d d 230,150,000 a e , e e 4.603% f e a ed d a a e f e C a ;

Be I e a a E ec c E ee C ., L.d., b c be a d d 27,600,000 a e , e e 0.552% f e a ed d a a e f e C a ;

Be D c Hea (G) C ., L.d. b c be a d d 16,450,000 a e , e e 0.329% f e a ed d a a e f e C a ;

Be S e Sc e ce a d Tec De e e C ., L.d., b c be a d d 65,750,000 a e , e e 1.315% f e a ed d a a e f e C a ;

Be E e e E e Tec I e e C . L ed b c be a d d 219,200,000 a e , e e 4.384% f e a ed d a a e f e C a ;

BARCLAYS BANK PLC b c be a d d 153, 450, 000 a e , e e 3.069% f e a ed d a a e f e C a .A c e 20

Af[illegible] ab[illegible]- [illegible] ed [illegible] a ce a d ffe [illegible], [illegible] e ca[illegible] [illegible] c[illegible] e f [illegible] e C [illegible] a c [illegible] e f 6,870,423,454 [illegible] ed d a [illegible] a e [illegible] [illegible] a[illegible], f[illegible] c[illegible]:

Be E e I [illegible] e [illegible] H [illegible] d C [illegible], L.d.[illegible] [illegible] d 4,179,321,592 d [illegible] e c [illegible] e [illegible] [illegible] a e[illegible], e[illegible] e [illegible] 60.831% [illegible] e C [illegible] a [illegible] [illegible] a [illegible] a e ca[illegible] a[illegible];

Be I [illegible] e a[illegible] a[illegible] E[illegible] ec[illegible] c E [illegible] ee C [illegible], L.d.[illegible] [illegible] d 92,654,249 d [illegible] e c [illegible] e [illegible] [illegible] a e[illegible], e[illegible] e [illegible] 1.349% [illegible] e C [illegible] a [illegible] [illegible] a [illegible] a e ca[illegible] a[illegible];

Be S[illegible] a e-[illegible] ed Ca[illegible] a[illegible] O[illegible] e a[illegible] [illegible] a d Ma[illegible] a e [illegible] e[illegible] Ce[illegible] e [illegible] [illegible] d 224,348,291 d [illegible] e c [illegible] e [illegible] e[illegible] [illegible] a e[illegible], e[illegible] e e[illegible] [illegible] 3.265% [illegible] e C [illegible] a [illegible] [illegible] a [illegible] a e ca[illegible] a[illegible];

Be D [illegible] c[illegible] Hea[illegible] (G [illegible] [illegible]) C [illegible], L.d.[illegible] [illegible] d 16,035,322 d [illegible] e c [illegible] e [illegible] [illegible] a e[illegible], e[illegible] e [illegible] 0.233% [illegible] e C [illegible] a [illegible] [illegible] a [illegible] a e ca[illegible] a[illegible];

S[illegible] a e[illegible] [illegible] de [illegible] f [illegible] e ea[illegible] [illegible] ed [illegible] a e (H [illegible] a e) [illegible] [illegible] d 2,358,064,000 [illegible] a e[illegible], e[illegible] e [illegible] 34.322% [illegible] e C [illegible] a [illegible] [illegible] a [illegible] a e ca[illegible] a[illegible].

Article 22

T[illegible] e d [illegible] e [illegible] c [illegible] e [illegible] e [illegible] [illegible] a e [illegible] ed b [illegible] e C [illegible] a a e ce [illegible] a[illegible] de[illegible] [illegible] ed a[illegible] [illegible] e C[illegible] a Seo[illegible] e De[illegible] [illegible] a d C[illegible] ea C [illegible] a L [illegible] ed. T[illegible] e H [illegible] a e f [illegible] e C [illegible] a a e a [illegible] de [illegible] e ce [illegible] a de[illegible] [illegible] ' o[illegible] d [illegible], [illegible] c[illegible] be[illegible] [illegible] H K Seo[illegible] e C[illegible] ea C [illegible] a L [illegible] ed a d a a[illegible] be [illegible] e[illegible] d b [illegible] a e[illegible] de [illegible] d d[illegible] a e.

Article 23

Af[illegible] e [illegible] e[illegible] a f [illegible] [illegible] e ea[illegible] [illegible] ed [illegible] a e a d d e [illegible] c [illegible] e [illegible] e [illegible] [illegible] a e [illegible] a e bee[illegible] a[illegible] [illegible] ed b [illegible] e S[illegible] a e C [illegible] c[illegible] a [illegible] [illegible] e c[illegible] a e f eo[illegible] e, [illegible] e C [illegible] a ' b a d f d ec[illegible] a a a e f [illegible] e e [illegible] a [illegible] f c[illegible] [illegible] a b ea[illegible] f e[illegible] a a e [illegible] a ce.

T[illegible] e C [illegible] a ' [illegible] a f [illegible] a ce f e ea[illegible] [illegible] ed [illegible] a e acc da ce [illegible] [illegible] e[illegible] eced [illegible] a a a[illegible] a be [illegible] e e [illegible] ed [illegible] [illegible] 15 [illegible] [illegible] [illegible] a[illegible] [illegible] a[illegible] b [illegible] e S[illegible] a e C [illegible] c[illegible] a [illegible] [illegible] e c[illegible] a e f eo[illegible] e.

Article 24

W[illegible] e e [illegible] e C [illegible] a [illegible] e [illegible] e ea[illegible] [illegible] ed [illegible] a e a d d e [illegible] c [illegible] e [illegible] e [illegible] [illegible] a e e[illegible] a a e[illegible] a[illegible] [illegible] e[illegible] [illegible] a[illegible] [illegible] be f [illegible] a e [illegible] ec f ed [illegible] [illegible] e [illegible] a ce[illegible] a[illegible], [illegible] c[illegible] [illegible] a e [illegible] a[illegible] be fi[illegible] [illegible] b c bed [illegible] e [illegible] e [illegible] a ce. W[illegible] e e [illegible] ec a c o[illegible] a ce a e [illegible] [illegible] b e f e e [illegible] c[illegible] [illegible] e [illegible] a ce[illegible] be fi[illegible] [illegible] b c bed, [illegible] e[illegible] a e a be [illegible] ed [illegible] e e a[illegible] a e, [illegible] b ec[illegible] [illegible] [illegible] e a[illegible] [illegible] a[illegible] f [illegible] e S[illegible] a e C [illegible] c[illegible] a [illegible] [illegible] e c[illegible] a e f eo[illegible] e.

Article 25

T[illegible] e e [illegible] e ed ca[illegible] a[illegible] f [illegible] e C [illegible] a [illegible] RMB6,870,423,454.

Article 26

U e e ded e a ad ad a e e a , e f e a e ' ace, A c e f A c a , e a e f e C a a be a fe ed acc d a a e . T e a fe ed a e a be e e ed e a a e c a ed b e C a .

Article 27

T e C a a acce a e a e b ec fa ed e.

Article 28

T e a e f e C a ed b e e a be a fe ed e ea f e da e f e ab e f e C a . T e a e ed bef e e C a b c e a a e a be a fe ed e ea f e da e e e a e f e C a a e ed a d aded a c e c a e.

T ed ec , e a d e ff ce f e C a a e C a e a e ed b e a d e c a e e e f. D e e f e ff ce, e a e a fe ed b a f e eac ea a e ceed 25% f e a e f e C a a a e d. T e a e f e C a ed b e af e a d e a be a fe ed e ea f e da e e a e f e C a a e ed a d aded a c e c a e. If a f e af e a d e ea e f , e a fe e a e f e C a a a e d f c de a e. If e e f e e a e f e C a de e e e c a fe f H a e , c e a e a .

Article 29

If a d ec , e e ff ce f e C a , a a e de d 5% e f e a e f e C a e e a e f e C a e b e a e , b e a e af e e , a e a a e e f a be e C a . Sc a a be c ec ed b e b a d f d ec f e C a . B fa eo e c a de e d a e , e eb d e a 5% f e a e , e a e f e e a e a be b ec e a d e c .

If e b a d f d ec f e C a d e c e f e a a a , e a e de ca e e e b a d d 30 da . If e b a d d e e f ce c e a d e d, e a e de a ee ed c e ce a c e e a e f e e e f e C a .

If e b a d f d ec f e C a d e c e f a a a , e e b ed ec a be a d e e a e b e acc da ce e a .

Chapter 4 Increase, Reduction and Repurchase of Shares

Article 30

Acc d . , e a. a dde e , eed , e C a a , acc d . e a a d e a. a d e f e e a ee . , c ea e e ca a , a . e a . , . . f . A c e f A . c a. . .

T e C a a c ea e . ca a b e f ll e d :

(1) P b c a ce f a e ;

(2) N - b c a ce f a e ;

(3) D . b . f b a e . e . a e de ;

(4) C . e f c e e e . ca a ;

(5) O e e d e c bed b e a a d e a . a ed b e e a . e a . a . e .

I c ea ca a b e a e a ca ed acc da ce e ced e ec f ed e e a . S a e a a d ad . a e e a af e a bee a ed acc da ce A c e f A . c a. . .

Article 31

T e C a a ed ce . e eed ca a . If e C a ed ce . e eed ca a , c ed c . a be acc da ce e e f e C a La , e e a ed e a . a d . A c e f A . c a. . .

Article 32

If e C a ed ce . e eed ca a , a ba a ce ee a d a e . f a e d be e a ed.

W e e e C a ed ce . e eed ca a , e C a a f e c ed . a d a ea b c a ce e . acc da ce f e C a La , e a deb de c e d a a ee a e ed b e c ed . .

T e ed ced e eed ca a f e C a a be e a e a . .

Article 33

T e C a a , e f ll c o ace , e c a e ed a d a e acc d . e a ced e f ll e ad f a e e e acc da ce e ced e ded f . A c e f A . c a. , a d b a d a a b e e a S a e a e :

(1) Ca ce a f a e de ed ce . e eed ca a ;

(2) Me e a e c a d a e e C a ;

(3) A a e f e a d, d b f a e aff f e C a ;

(4) Ac f a e ed b a e de (e e) e a a a e ed a e e a ee e e d f e C a ;

(5) O e c a ce e e a a ad ad a e e a e .

Article 34

W a a f e e a a e a e e c a e e a e, e C a a ceed a e f e f a e :

(1) Ma f a e c a e ffe e a e de ;

(2) Re c a e e e a ac a ea e e c a e;

(3) Re c a e b a a ee e de a ea e e c a e;

(4) O e e d ec ed b e e a e a .

Article 35

I e e e f a e c a e f a e b e C a b a a ee e de a ea e e c a e, a a a be b a ed f e a e de a a e e a ee acc da ce e e ced e ec f ed e C a ' A c e f A c a . U b a fi e a a f e a e de a e e e a ee e a e, e C a a e a e a e d c ac c c ded e a e e f ab e a e a f de c c ac .

T e c ac f e e c a e f a e efe ed e ab e a a a c de (b ed) a ee e e eb e c a e b a a e de a e a d e c a e a e ac ed.

T e C a a a a c ac f e e c a e f a e a f e a ea de .

T e ce e a e f e c a e C a ' edee ab e a e ed be ade e e a b e de e a e a be e a a a ce; e e e c a ed be ade b a f e de, e de a be ade a a ab e a de f c a e e a e e .

Article 36

Af e b bac e a e acc d e f a c e 31 (1) (2) (4) f e A c e f A c a , e C a a ca ce e a fe c a e acc d e a a , e a a d e e e f e e e e a e e c bed e S a e c a ed acc d a c e 31 (3) f e A c e f A c a a e ceed e a e c bed b e a a d e a , a d c c a e a be fi ded b af e a f f e C a , a d c a e a be a fe ed aff a d e ee e e ec f ed e e .

Article 37

U ca ce a f e f a e b bac , e C a a a a e a c a e a a f e a f e c a e e ed ca a .

T e a f e C a ' e ed ca a a be ed ced b e a a a e f e a e ca ce ed.

Article 38

U e e C a a a ead e ed da a e, c f b bac ed a d a e :

(1) W e e e C a b bac a e a e a a e, e a e f a be ded c ed f e b ba a ce f d b ab e f a d/ f e ceed f a e a e a ce ade b bac e d a e ;

(2) W e e e C a b bac a e a a ce e a e a a e, e c e d e a a e a be ded c ed f e b ba a ce f d b ab e f a d/ f e ceed f a e a e a ce ade b bac e d a e ; a d e e ce f e a a e a be a d ed acc d e f e d :

1. W e e e a e b bac e e ed a e a a e, e a a be ded c ed f e b ba a ce f d b ab e f a ;

2. W e e e a e b bac e e ed a a ce e a e a a e, e a a be ded c ed f e b ba a ce f d b ab e f a d/ f e ceed f a e a e a ce ade b bac e d a e ; e e, e a ded c ed f e ceed f e e a e a ce a e ceed e a b a ed a e e f a ce f e d a e e, c a ed e ceed e a e C a ' e acc ca a c e e acc (c d e e f e e a e a ce) a e e f e, c a e;

(3) T e a d b e C a f e e e f be a be a d f e C a ' d b ab e f :

1. Ac f e b bac a e ;

2. A e d e a c ac f e, c a e f a e ;

3. Re ea e f a f b a de a e, c a e c ac.

(4) Af e e a a e f e a ed a e a bee ded c ed f e e ed ca a f e C a acc da ce e e a e a , a , f e a ded c ed f e d b ab e f a d ed b bac a e a e a a e f e b bac a e a be c ded e acc ca a c e e) c ac.

Chapter 5 Financial Assistance for Purchase of Company Shares

Article 39

The Company and its subsidiaries (collectively, affiliates) shall not provide financial assistance of any form to any person who purchases or proposes to purchase shares of the Company. Financial assistance provided by the Company before the date on which a person becomes a shareholder of the Company shall not be deemed financial assistance provided by the Company.

The Company and its subsidiaries (collectively, affiliates) shall not provide financial assistance of any form to any person who purchases or proposes to purchase shares of the Company.

The provisions of Article 39 shall not apply to the circumstances described in Article 39 of the Regulations.

Article 40

For the purposes of Chapter 5, financial assistance shall include (but not be limited to) the following financial assistance:

(1) Gifts;

(2) Guarantees (including the undertaking of liabilities, obligations or responsibilities by entering into contracts, or by the establishment of relationships with other persons, for the purpose of the obligations of another party becoming the obligations of the Company or any of its subsidiaries, or for the purpose of enabling another party to fulfill its obligations);

(3) Provision of financial assistance by way of loan, or any agreement under which the obligations of any party are fulfilled before the obligations of the Company are fulfilled, and the variation of any provision of any loan or agreement;

(4) Financial assistance provided by the Company upon the insolvency, bankruptcy or reorganization of the Company, including the waiver of rights and the release of security interests.

For the purposes of Chapter 5, the following shall not be deemed financial assistance: a dividend distributed in accordance with these Articles of Association; the allotment of bonus shares as a result of a resolution passed at a general meeting; the reduction of registered capital in accordance with these Articles of Association; the purchase of shares of the Company in accordance with these Articles of Association; or any other distribution of assets of the Company to shareholders on a pro rata basis in the event of the liquidation of the Company.

Article 41

The aforementioned prohibitions shall not apply to circumstances where:

(1) The Company has distributed dividends in good faith, or distributed assets in the form of dividends in good faith, in a manner that does not impair the Company's ability to pay its debts as they fall due or the realizable value of the Company's assets;

(2) Allotment of bonus shares to shareholders pursuant to a resolution passed at a general meeting;

(3) Reduction of registered capital in accordance with these Articles of Association;

(4) Redemption of redeemable shares, repurchase of shares, and acquisition of shares in accordance with the Articles of Association of the Company;

(5) Participation in the Company's employee share ownership plan (including but not limited to granting shares to employees of the Company, establishing employee share ownership platforms or other forms of employee share ownership plans);

(6) The Company's conversion of shares into preference shares (including but not limited to granting shares to employees of the Company, establishing employee share ownership platforms or other forms of employee share ownership plans).

Chapter 6 Share Certificates and Register of Shareholders

Article 42

The Company's shares shall be endorsed.

In addition to complying with the relevant provisions of the Company Law, the Securities Law and the listing rules of the stock exchange on which the Company's shares are listed, the Company shall only issue share certificates in accordance with the Articles of Association. The Company's share certificates shall be signed by the legal representative.

The Company shall not issue bearer share certificates. Where the Company issues registered share certificates, it shall state that fact on the share certificates. The Company shall enter the name of the holder in the register of shareholders in accordance with the following requirements:

Article 43

The register of shareholders shall be established based on the evidence provided by the securities depository and clearing institution. When the Company issues overseas listed foreign shares, the register of shareholders of overseas listed foreign shares shall be kept by the Company's overseas listing agent. The original register of shareholders of overseas listed foreign shares shall be kept at the Company's domicile. The overseas listing agent of the Company's overseas listed foreign shares shall sign an agreement with the Company, stipulating that the overseas listing agent shall deposit all the overseas listed foreign shares in the register of shareholders with the securities depository and clearing institution for centralized management.

Article 44

The Company shall provide the register of shareholders in accordance with the evidence provided by the securities depository and clearing institution. The register of shareholders shall be conclusive evidence of the shareholders' holding of the Company's shares, unless there is evidence to the contrary or it is otherwise proved by the securities depository and clearing institution that the register of shareholders is inaccurate. The register of shareholders shall include the following particulars:

(1) The name, address (domicile), occupation or nature of each shareholder;

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

(3) The amount paid or payable for the shares held by each shareholder;

(4) The e a be f e a e ed b eac a e de ;

(5) The da e c eac a e de e ed a a e de ; a d

(6) The da e c eac a e de cea e be a a e de .

The e e f a e de e c c e e de ce f a e de ' d f e C a a e , e e e e e e de ce.

Article 45

The C a a , a a de ad a ee e eac ed be ee e S a e C c a e c a e f ea e a d a ea e e a a de e PRC, ee de e PRC e e f de f e ea ed a e , a d e ead a e f a a e de e PRC. The a e e f a e de f e H a e a be e H K .

The C a a ee a d c e a d ca e f e e e f de f e ea ed a e. The a ed a e de e PRC a e e a e e e f de f e ea ed a e a d d ca e a e c e a a e .

W e e e a a d d ca e f e e e f de f e ea ed a e a e c e e a a e a .

Article 46

The C a a ee a c e e e f a e de .

The e e f a e de a c de e f a :

(1)

Article 48

A ad H a ea ae fee a fe ab e acc d A c e f A c a U ee e f c d , e B a d a dec e ec ea e f a fe a ea :

(1) A a fe e e e c ea e a e affec a e e be e ed, a d HK$2.50 (eac a fe e) c e e fee de e ed b e b a d f dec (b c fee a e ceed e a e c bed e e f e H K S c E c a e f e e) a be ad f c e a ;

(2) T e a fe e e ea e H a e ed H K ;

(3) T e d e a d f a fe e a a ead bee a d;

(4) Re ea a ce f ca e a d c e e de ce a ed ec a ea ab e e e a fe ' a fe a e d ed;

(5) T a fe f a a e e a f de ;

(6) T e a e c ce ed a e fee f a e fa f e C a ;

(7) A a e a be a fe ed a fa a e f d d de e e a d ab .

S a e de f a f e e e a e a a fe a a f a e a e a f ace c e f a e d dec a acce . T e a fe f H a e a ad e a da d a fe f e c bed b e H K S c E c a e. T e a fe e a be de a d , f e a fe a fe ee a ea e ee( ) def ed b H K Seo e a d F e O d a ce, a a d e ac e ed a e a be acce ab e.

Article 49

N c a e e f a e a fe a be ade e e e f a e de 30 da a a e de ' e e a ee 5 da e efe e ce da e e b e C a f e f d b f d de d .

Article 50

W e e C a c e e a e e a ee , d b e d de d , c e ce da a c a e e ac e e e de f ca f a e de , e c e e f e b a d f dec e e a ee a dec de e ec d da e. T e a e de a e a ea e e e f a e de a e c e f ad e ec d da e, a e e e e a .

Article 51

A e a c a e e e e e f a e de a d e e a e be e ed e ed f e e e a a ac e e c f c ec f e e e .

Article 52

A [illegible] de [illegible] e [illegible] ed [illegible] e e [illegible] f [illegible] a e [illegible] de [illegible] e [illegible] e [illegible] a e [illegible] be e [illegible] ed [illegible] e e [illegible] f [illegible] a e [illegible] de [illegible] a a [illegible] e C [illegible] a f a e [illegible] ace e [illegible] ce f ca e [illegible] e ec [illegible] f [illegible] c [illegible] a e (a e **Relevant Shares**–) f [illegible] a ce [illegible] f ca e (a e **Original Share Certificate**–) [illegible].

A [illegible] ca [illegible] f [illegible] e e [illegible] ace e [illegible] f d e [illegible] c [illegible] e [illegible] a ce [illegible] f ca e [illegible] a [illegible] be dea [illegible] [illegible] acc da ce [illegible] e e a [illegible] f e C [illegible] a La [illegible].

A [illegible] ca [illegible] f [illegible] e e [illegible] ace e [illegible] f e ea [illegible] ed [illegible] a ce [illegible] f ca e [illegible] a [illegible] be dea [illegible] [illegible] acc da ce [illegible] e a [illegible], eq [illegible] e e c a e e [illegible] a [illegible] a d [illegible] e e a [illegible] e [illegible] a [illegible] f [illegible] e [illegible] ace [illegible] e e [illegible] a [illegible] e [illegible] f [illegible] de f e ea [illegible] ed [illegible] a e [illegible] e [illegible].

W e e [illegible] de f H [illegible] a e a [illegible] f [illegible] e [illegible] ace e [illegible] f [illegible] ce f ca e [illegible], [illegible] c [illegible] e [illegible] ace e [illegible] a [illegible] c [illegible] [illegible] [illegible] e f [illegible] [illegible] e [illegible] e e [illegible]:

(1) T e a [illegible] ca [illegible] a [illegible] [illegible] b [illegible] e a [illegible] ca [illegible] e f [illegible] e c bed b [illegible] e C [illegible] a acc [illegible] a ed b a [illegible] a [illegible] a ce f ca e [illegible] a [illegible] dec a a [illegible]. T e [illegible] a [illegible] a ce f ca e [illegible] a [illegible] dec a a [illegible] [illegible] a [illegible] c [illegible] de [illegible] e a [illegible] ca [illegible]' ea f [illegible] e a [illegible] ca [illegible], [illegible] e c o [illegible] a ce a d [illegible] f f [illegible] e [illegible] f [illegible] e [illegible] a e ce f ca e a d a dec a a [illegible] a [illegible] a [illegible] e [illegible] a e [illegible] e e [illegible] a [illegible] a a [illegible] a e [illegible] de e [illegible] ec f [illegible] e Re e a S a e ;

(2) T e C [illegible] a [illegible] a [illegible] ece ed a dec a a [illegible] e [illegible] e [illegible] a [illegible] a a [illegible] a e [illegible] de e [illegible] ec f [illegible] e [illegible] a e f a [illegible] e [illegible] e [illegible] a [illegible] e a [illegible] ca [illegible] bef e [illegible] dec de [illegible] a a e [illegible] ace e [illegible] a ce f ca e [illegible] a [illegible] be [illegible] ed;

(3) If [illegible] e C [illegible] a dec de [illegible] [illegible] e a e [illegible] ace e [illegible] a ce f ca e [illegible] e a [illegible] ca [illegible], [illegible] a [illegible] b [illegible] a [illegible] b c a [illegible] ce e [illegible] f [illegible] e [illegible] e [illegible] e e [illegible], a e [illegible] ed ca [illegible] de a ed b [illegible] e b a d f d ec [illegible]; [illegible] e d f [illegible] e [illegible] b c a [illegible] ce e [illegible] a [illegible] be 90 da [illegible], d [illegible] [illegible] c [illegible] c a [illegible] ce e [illegible] a [illegible] be [illegible] b [illegible] ed e ea ed a ea ce e e 30 da . T e e [illegible], a e de a ed b [illegible] e b a d f d ec [illegible] a [illegible] be [illegible] e C [illegible] e a d E [illegible] e [illegible], a e ec ed b [illegible] e H K S c E c a e(a ea [illegible] e f eac).

(4) Bef e [illegible] b [illegible] [illegible] e [illegible] b c a [illegible] ce e [illegible] f [illegible] e [illegible] [illegible] e a e [illegible] ace e [illegible] a ce f ca e, [illegible] e C [illegible] a [illegible] a [illegible] b [illegible] a c [illegible] f [illegible] e a [illegible] ce e [illegible] be [illegible] b [illegible] ed [illegible] [illegible] e eq [illegible] e e c a e [illegible] e e [illegible] ed a d a [illegible] ceed [illegible] [illegible] e [illegible] b ca [illegible] [illegible] ece [illegible] f a e [illegible] f [illegible] [illegible] e eq [illegible] e e c a e ec f [illegible] [illegible] a [illegible] e a [illegible] ce e [illegible] a bee d [illegible] a ed [illegible] [illegible] e eq [illegible] e e c a e. T e [illegible] b c a [illegible] ce e [illegible] a [illegible] be d [illegible] a ed [illegible] [illegible] e eq [illegible] e e c a e f a e d f 90 da .

If [illegible] e a [illegible] ca [illegible] f [illegible] a ce f a e [illegible] ace e [illegible] a ce f ca e [illegible] a ade [illegible] [illegible] c [illegible] e [illegible] f [illegible] e e [illegible] ed [illegible] de f [illegible] e Re e a S a e , [illegible] e C [illegible] a [illegible] a [illegible] a [illegible] c [illegible] a e [illegible] de a [illegible] c [illegible] f [illegible] e [illegible] b c a [illegible] ce e [illegible] a [illegible] ed [illegible] [illegible] b [illegible].

(5) U [illegible] e [illegible] f [illegible] e 90-da [illegible] e d [illegible] ec f ed I e (3) a d (4) [illegible] e e f, f [illegible] e C [illegible] a [illegible] a [illegible] ece ed a b ec [illegible] [illegible] e [illegible] a ce f a e [illegible] ace e [illegible] a ce f ca e f a [illegible] e [illegible], [illegible] a [illegible] e a e [illegible] ace e [illegible] a ce f ca e acc d [illegible] [illegible] e a [illegible] ca [illegible] f [illegible] e a [illegible] ca [illegible].

(6) W e e C a e a ace e a ce f ca e de A ce, a ed a e ca ce e a ce f ca e a d ec d c ca ce a d e ace f e ace e a ce f ca e e e f a e de .

(7) A e e f e ca ce a f e a ce f ca e a d ace f a e ace e a ce f ca e a be b e e a ca . T e C a a be e ed. ef e a ea ac a ea ab e a a ee b a ed f e a ca .

Article 53

Af e e C a a ed a e ace e a ce f ca e acc da ce A ce f A ca , a de e f e e e f a e de e a e fab af de c a e f e e ace e a ce f ca e e ed ab e f a a e de a b e e e ed a e e f e a e (ded a a e a b af de c a e).

Article 54

T e C a a be ab e f a da a e ffe ed b a e f e ca ce a f e a a ce f ca e e ace e a ce f ca e, e ec a a ca ef a d e ac e a f e C a .

Chapter 7 Rights and Obligations of Shareholders

Article 55

T e C a ' a e de a e e a fi d a e f e C a a d e a e a e bee e ed e e e f a e de .

S a e de a e b a acc d e ec a a d be f a e ed. H de f a e f e a ec a a e a b a .

S a e de fe e c a a e a b ed b f d de d d b a e f .

W e e e a e a e ed a a e de f a a e, e a be dee ed a a de f e e a a e, a d a be e ced b e f e :

(1) T e C a eed e e e a f e a a e de f a a e ;

(2) A a e de f a a e a be e a d e a ab e f e a ab e a f e e a a e.

I ec o ace f a e de :

(1) I ca e f dea f e f e a e de , e e a e de ( ) a be dee ed a e f e a e, b f e e e f a e de, e b a d f d ec e ed. de a d e a e de ( ) de a dea ce f ca e a e b a d f .

(2) F [illegible] a e, e [illegible] e a e ad f [illegible] e e e a be [illegible] ed [illegible] ece e a ece f ca e f e e a [illegible] a e, ece e ce f [illegible] e C a , a e d e e a ee [illegible] e e c e [illegible] f e e a [illegible] a e, a d e e ce f [illegible] ce [illegible] e af e a d e [illegible] a be dee ed a e ce f [illegible] ce a [illegible] a e de .

W e e e f e [illegible] a e de de e ece [illegible] e C a a e a d [illegible] a d de d, b [illegible] e f ca a [illegible] c a be d b ed [illegible] c a e de , c ece [illegible] a be dee ed a a d ece f [illegible] c a e de e C a .

Article 56

H de f d a a e f e C a a e f [illegible] :

(1) T ece e d de d a d e f d b [illegible] e ba f e be f a e e d b e ;

(2)

(...) e... f...ea e.a.e a a.e, ... be f...a.e a.d ...e.a.d e... ce f eac... c.a. f...a.e b... ...bac b...eC .a. ...ce...e.a.f.ca. ea a.e a.. ...ee.e.e.adb...eC .a. ...eef ;

(...) b.d.b, ...e f.e.a. ee..., e.... f b.a.d ee..., e.... f ...eb.a.d f.e.... ee..., f.a.c.a. e...;

(...) ...eC .a. '... ...ece...a.d.ed f.a.c.a. .a.e e..., a.d e... f...eb.a.d f d.ec..., a.d..., a.d...eb.a.d f.e....;

(...) c... f...e.a.e...a.a. e.e e... c.a. bee f.ed ...e I.d... a.d C. e.ce Ad...a... B. ea f...e PRC ...e c. .e.e...a...e.

(6) W.e ...eC .a. .e a.e |.da.e, ece.e ...a.e f.e a. a.e. f...eC .a acc.d ...e...a.e.ed;

(7) If a...a.e.|de.,.e...e.e.e.d. f...eC .a a..a.e.e.a.|ee..., .e a.e.e. ...eC .a ...b bac...a.e;

(8) O...e ...de...e.a., ad...a..e.e.|a...., de.a..e.a.|e.|a...a.d... A..c.e f A...c.a....

W.e.e.a. .e...d.ec.|...d.ec.|.a. ...a.d..e.e..fa.|..d.c.|e.i.c.|...a.d..e.e..., ...eC .a. ...a.|...e.e.c.e...|...|...a a. ...f.i.c.|e...a..ac.ed...e.a.e.

Article 57

W.e a...a.e.|de e.|e...|...a.e acce...|...e f a.. e...ed ...e.|eced A..c.e.|...e.a.|| .e.e..e.de.ce.|...e.|e.a.d.a.i...f...a.e.|d ... .T.eC .a. ...a.|| c.|.|...|| ...e...a.e.|de' e.|e.af.e e f ...|...de...,a.d a.c.a.e ea..ab.|fee.f ...d c.|e f...|e.f.e...a.e.a.|.

Article 58

If a e.|...f...eC .a ' e.e.a.|ee.. b.a.d ee.. c...a.e.e...e.a..., ad...a..e e.|a...,...e...a.e.|de ca.e.|e...e.c.i...a.|...e dec...

If ...e c.e...ced.e...e.../.d f.a.e.e.a.|ee.. b.a.d ee.. c...a.e.e...e.a..., ad...a..e e.|a...,...e...a.e.|de ca.e.|e...e.c.i...ca.ce|...e.e.|...e...|...60 da...f...e.e.|....

Article 59

If a d ec e ff ce c a e e e a , ad a e e a A c e f A c a e ca d e e e C a , a e de d da e d 1% e f e a e f 180 da c a e e b ad f e c e ce a e c . If a b ad f e c a e e e a , ad a e e a A c e f A c a e ca d e e e C a , a e de a e e b ad f d ec c e ce a e c .

If e b ad f e b ad f d ec ef e c e ce a e ce f e a e de ' e e e de e eced a a a , d e c e ce a 30 da e ce f e e e , e a a e ed a e a ca e e a ab e e e C a , a e de e ed de e e a a a , a c e ce a d ec a e c de e a e f e e f e C a .

If a e e e a fi e e f e C a a d e e ffe ed b e C a , a e de e ed de e f a a a , a c e ce a a e c acc da ce e ed a a a , .

Article 60

If a d ec e ff ce c a e e e a , ad a e e a A c e f A c a , e eb da a e de ' e e , e a e de ca c e ce a e c .

Article 61

H de f d a e f e C a a , a e e f b a :

(1) C a , ad a e e a a d A c e f A c a ;

(2) Pa f e a e ba ed e a e b c bed a d e e d f b c ,

(3) Ca a e C a edee e a e e ce a e c bed b e a ad a e e a ,

(4) Ca ab e a a a e de a e C a ' e a e de ' e e ; ca ab e e a e f e C a a d e ed ab f e a e de a e e e f c ed ;

A a e de ab e a e de ' e e e e C a a d e a e de a c e a e acc d e a .

S a e de ab e e a e f e C a a d ed ab f a e de de e ca e f ab , e eb e da a e e e f c ed f e C a , a a d e e a be e b e f e C a ' deb .

(5) O e e b e e ed b e a ad a e e a a d A c e f A c a .

S a e de a bea a ab f fi e c b a e ca a e a e c d a eed a a b c be f e e e a a e b c .

Article 62

T e c a e de ac a c e f eC a a e ed e a da a e eC a ' e e . I ca e f a b eac c e da a e eC a , e a be ab e c e a e.

T e c a e de a d ac a c e a e a d f e a d eC a a d b c a e de f eC a . T e c a e de a c e e c e a a ca a c b . T e c a e de ca a e e f e d c a ed b f f , e c a f a e , e e a e e , a a f a e , b a a a ee da a e e a fi e e f eC a a d b c a e de . He a a e e f c da a e e a fi e e f eC a a d b c a e de .

I add e b a de e a , ad a e e a e f eed e c a e( ) c e a e f eC a a e ed, c a e de a , e e e c e f e a e de ' e , a e dec e d c a e e e fa a f e a e de a a e f e e e c e f e e e e f be :

(1) Re e a d ec e f e e b ac e e be e e f eC a ;

(2) A a d ec e (f a e ' be ef) de e eC a f e a a , c d (b ed) a e a a e fa ab e e C a ;

(3) A a d ec e (f a e ' be ef) de e e a e de f e e e e , c d (b ed) e d b a d b a d , b c d e c f eC a b ed a d ad ed a e a e de e e a ee acc da ce e A c e f A c a f eC a .

Article 63

T e e c a e de – e ed e eced A c e efe a e a a f e a e f e f c d :

(1) He, ac a e c ce e e , a e e ec e a f f e d ec ;

(2) He, ac a e c ce e e , a e e e c e c e e c e f 30% e f eC a ' ;

(3) He, ac a e c ce e e , d 30% e f e ed a d a d a e f eC a ;

(4) He, ac a e c ce e , ac a c e eC a a e a e .

Chapter 8 General Meeting

Section 1 General Provisions on General Meeting

Article 64

The general meeting shall be the authority of the Company and shall exercise the following functions and powers according to law:

Article 65

The general meeting shall exercise the following functions and powers:

(1) Decide on the operation policies and investment plans of the Company;

(2) Elect and replace directors and decide on matters relating to the remuneration of directors;

(3) Review and approve reports of the board of directors;

(4) Review and approve reports of the board of supervisors;

(5) Review and approve the annual financial budget plan and final accounts of the Company;

(6) Review and approve profit distribution plans and loss recovery plans of the Company;

(7) Decide on the increase or reduction of the registered capital of the Company;

(8) Decide on the issuance of debentures by the Company;

(9) Decide on the merger, division, dissolution, liquidation or change of corporate form of the Company;

(10) Amend the Articles of Association of the Company;

(11) Adopt the Administrative Measures for Connected Transactions;

(12) Review and approve the matters relating to the guarantees as set out in Article 66 of the Articles of Association that shall be reviewed at the general meeting;

(13) Review and approve the acquisition or disposal of assets by the Company with a value exceeding 30% of the latest audited total assets of the Company;

(14) Review and approve changes in the use of proceeds;

(15) Review and approve the share incentive scheme;

(16) Review and approve the repurchase of shares of the Company's own issue other than 3% of the Company's

(17) Re [illegible] a [illegible] be a [illegible] ed a [illegible] e e e a [illegible] ee [illegible] a [illegible] e c bed b [illegible] e a [illegible], ad [illegible] a e e [illegible] a [illegible], de a [illegible] e [illegible] e [illegible] a [illegible], [illegible] [illegible] e f [illegible] e ca [illegible] c e c a e [illegible] e e [illegible] e C [illegible] a ' [illegible] a e a e [illegible] ed [illegible] A [illegible] c e f A [illegible] c a [illegible].

Article 66

T [illegible] e f [illegible] [illegible] e [illegible] a [illegible] a a [illegible] ee [illegible] f [illegible] e C [illegible] a [illegible] [illegible] be e e [illegible] ed a d [illegible] a ed a [illegible] e e e a [illegible] ee [illegible]:

(1) A [illegible] e [illegible] a [illegible] a a [illegible] ee b [illegible] e C [illegible] a [illegible] [illegible] b d a a d a [illegible] b [illegible] e [illegible] a a [illegible] ee, [illegible] [illegible] e [illegible] a [illegible] [illegible] e [illegible] a [illegible] [illegible] e [illegible] a 50% f [illegible] e C [illegible] a ' a d [illegible] ed e a e [illegible];

(2) A [illegible] e [illegible] a [illegible] a a [illegible] ee b [illegible] e C [illegible] a a d a [illegible] b [illegible] e [illegible] a a [illegible] ee, [illegible] [illegible] e [illegible] a [illegible] [illegible] e [illegible] a [illegible] [illegible] e [illegible] a 30% f [illegible] e C [illegible] a ' [illegible] a e a d [illegible] ed [illegible] a [illegible] a e [illegible];

(3) T [illegible] de [illegible] a a [illegible] ee [illegible] e [illegible] [illegible] e [illegible] [illegible] e [illegible] a 70% deb [illegible] e [illegible] a [illegible];

(4) A [illegible] e [illegible] a a [illegible] ee [illegible], e a [illegible] [illegible] e ceed 10% f [illegible] e [illegible] a e [illegible] a d [illegible] ed e a e [illegible];

(5) T [illegible] de [illegible] a a [illegible] ee f [illegible] [illegible] a e [illegible] de [illegible], ac [illegible] a c [illegible] [illegible] [illegible] e a d [illegible] a c a e;

(6) O [illegible] e [illegible] a a [illegible] ee [illegible], c [illegible] [illegible] a [illegible] be [illegible] a ed a [illegible] e e e a [illegible] ee [illegible] a [illegible] e c bed b [illegible] e [illegible] ca [illegible] c e c a e [illegible] e e [illegible] e C [illegible] a ' [illegible] a e a e [illegible] ed a d [illegible] A [illegible] c e f A [illegible] c a [illegible].

Article 67

E ce [illegible] e [illegible] e C [illegible] a [illegible] [illegible] de a [illegible] ec a c o [illegible] a ce [illegible] c a a c [illegible], [illegible] e C [illegible] a [illegible] [illegible] a [illegible] a [illegible] a [illegible] b a [illegible] ec a [illegible] e [illegible] [illegible] a a e e a [illegible] ee [illegible], e e [illegible] a c [illegible] ac [illegible] [illegible] a d e a [illegible] [illegible] a [illegible] f [illegible] e a a e e [illegible] f [illegible] [illegible] a [illegible] a [illegible] e f [illegible] e C [illegible] a [illegible] a e [illegible] [illegible] e [illegible] a [illegible] a d ec [illegible], [illegible] e [illegible] [illegible] e e ff ce.

Article 68

T [illegible] e e e a [illegible] ee [illegible] [illegible] a [illegible] c [illegible] de a [illegible] [illegible] a [illegible] e e a [illegible] ee [illegible] a d e [illegible] a d a e e a [illegible] ee [illegible]. A [illegible] a [illegible] ee [illegible] [illegible] a [illegible] be c [illegible] e ed ce a ea a d [illegible] a [illegible] be [illegible] e d [illegible] [illegible] [illegible] f [illegible] e e d f [illegible] e [illegible] eced f ca [illegible] ea.

Article 69

T [illegible] e b a d f d ec [illegible] [illegible] a [illegible] c [illegible] e e a e [illegible] a d a e e a [illegible] ee [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] e co [illegible] e ce f a [illegible] f [illegible] e f [illegible] [illegible] c o [illegible] a ce:

(1) T [illegible] e [illegible] be f d ec [illegible] [illegible] e [illegible] a [illegible] e [illegible] be [illegible] [illegible] ded f [illegible] e C [illegible] a La [illegible] [illegible] e [illegible] a [illegible] - [illegible] d [illegible] e c bed [illegible] e A [illegible] c e f A [illegible] c a [illegible] f [illegible] e C [illegible] a [illegible];

(2) T [illegible] e [illegible] e f [illegible] e C [illegible] a [illegible] a [illegible] a e [illegible] bee ade [illegible] eac [illegible] e- [illegible] d f [illegible] e [illegible] a [illegible] a e ca [illegible] a f [illegible] e C [illegible] a [illegible];

(3) S a e [illegible] de [illegible] d d a [illegible] [illegible] e [illegible] e [illegible] d e [illegible] a 10% f [illegible] e [illegible] a e f [illegible] e C [illegible] a e [illegible] ed [illegible] a e [illegible] a d a [illegible] a e [illegible] de ' e e a [illegible] ee [illegible] be c [illegible] e ed;

(4) W e e e e b a d f d ec c de ece a ;

(5) W e e b a d f e e a ee ;

(6) O e c a ce e c bed b e a ad a e e a , de a e a e a A c e f A c a .

Article 70

T e e e d a e e a ee f e C a a a be e d c e f e C a e ec f c ca f ed b e c e e f e e e a ee .

T e e e a ee a a e a e e a d be e d - e. T e C a a a a de e e e e ea e ed b e e a ea e e a a e f e c e e ce f a e de a e da ce. A a e de a c a ed a e e a ee e af e a d a e a be dee ed a e bee e e a e e ee .

Section 2 Proposing and Convening of General Meeting

Article 71

I de e de d ec a e e ed e a e a d a e e a ee e b a d f d ec . C ce e ab e e e b a d f d ec a , acc da ce e a ad a e e a a d A c e f A c a , e a e e a d a ee d a ee c e e a e a d a e e a ee 10 da ece f e a .

If e b a d f d ec a ee c e e ee a d a e e a ee , a ea ce f e e a ee 5 da a e dec . If e b a d f d ec d e a ee c e e a e a d a e e a ee , a e a a d a e a a ce e acc d .

Article 72

T e b a d f e e ed e a e a d a e e a ee e b a d f d ec , c a be ade . C ce e ab e e e b a d f d ec a , acc da ce e a ad a e e a a d A c e f A c a , e a e e a d a ee d a ee c e e a e a d a e e a ee 10 da ece f e a .

If e b a d f d ec a ee c e e ee a d a e e a ee , a ea ce f e e a ee 5 da f e dec . A c a e ade e a e e ce a be a eed b e b a d f e .

If e b a d f d ec d a ee c e e ee a d a e e a ee , d e e a 10 da ece f e a , a be dee ed a fa d c a d e c e e e e a ee . T e b a d f e a e be e ed c e e a d d e ee e f.

Article 73

S a e de d e a 10% f ae (d d a e e) a be e ed e e f a e a d a e e a ee c a ee acc d e f ced e .

(1) U e e a e e e a ec e a df a, a d a e b ec f e ee , e af e a d a e de a e e e b a d f d ec c e e a e a d a e e a ee c a ee . C ce e ab e e e b a d f d ec a , acc da ce e a ad a e e a a d A ce f A ca , e a a e a e e e a ee d a ee c e e a e a d a e e a ee e 10 da ece f e a . S a e ed b e ab e a e de a be ca a ed a a e da e f b e e e e e .

(2) If e b a d f d ec a ee c e e a e a d a e e a ee c a ee , a ea ce f e e a ee 5 da a e dec . A c a e ade e a e e e ce a be a eed b e e e a a e de .

(3) If e b a d f d ec d a ee c e e e e a d a e e a ee c a ee , de e e 10 da ece f e a , a e de d d a e e d a e a 10% f e a e f e C a a e e ed e e e b a d f e d a e a d a e e a ee c a ee .

(4) If e b a d f e a ee c e e e e a d a e e a ee c a ee , a ea ce f e e a ee 5 da a e dec . A c a e ade e a e e e ce a be a eed b e e e a a e de .

(5) If e b a d f e d e e e ce f e e a ee e e c bed e d, a be dee ed a e b a d f e c e a d d e e e a ee . T e e a e de d d a e a 10% f e a e f e a 90 da c ea e a c e e a d d e ee e e e . Bef e b c a c e e ( ) f e e e a ee , e c e a e de a d e a 10% f e a e f e C a . W e e c e a e de e a ce f e e a ee a d b c a ce e e ( ) f e e e a ee , e a b e e e a f a e a e CSRC b- ff ce a e C a ' e de ce a d e c e c a e.

Article 74

W e e b a d f e a e de c e e a ee acc da ce e f e ec , a e ce a be e e b a d f d ec a d f ed e eq e e a a e e e e C a ca ed a d e e a c e c a e. T e b a d f d ec a d e b a d ec e a a c e a e. T e b a d f d ec a de e e e f a e de e a e d ec d da e. A ea ab e fee a ed f e ee a be b e b e C a , a d be ded c ed f e a e d e e d ec ( ) e b eac e e d .

Section 3 Proposals and Notices of General Meeting

Article 75

T e c e f e a be a ed a be e c e f d e f e e a ee . I a a ea c ea c a d ec f c a e be e ed , a d a be c a ce e ea e e e f e a , ad a e e a a d A c e f A c a .

Article 76

W e a e e a ee e d b e C a , e b a d f d ec , b a d f e a e de d d a e e d e a 3% f e a e f e C a a e e e C a .

S a e de d d a e e d e a 3% f e a e f e C a a b ad c a e c e e f e e e a ee 10 da bef e e d f e e e a ee . T e c e e a ea e e a ce f e e e a ee 2 da ece f e e a a d a ce e c e f e ad c a .

E ce f c o a ce ded e ab e a a a , e c e e , af e e ce f e e e a ee , ca e e e a a ed e ce f e e e a ee add e a .

If a ce f e e e a ee d e ec f e ed e d e c e A c e 73 e e f dec d be e d a e e e a ee .

Article 77

W e e a e e a ee c e ed b e C a , a ea e ce 45 da e f a e e ed a e de f e a e ed be c de ed a e a e da e a d ace f e ee . S a e de d e d a e d e e e a ee a de e e e e C a 20 da e ee .

W e ca o a e e f e ce a e c de e da e f e ee a d e da e f e ee ce .

Article 78

T e C a a a ca o a e e be f a e e ed b e a e de d e d a e d e ee ba ed e e e ece ed 20 da e d f e e e a ee . If e be f a e e ed b e a e de d e d a e d e ee eac e e a e a f f e a be f e C a ' a e , e C a a a d e e e a ee . If C a a a d e da f e a e de a a b b c ce f e a e be c de ed a e a e da e a d ace f e ee . U f ca b e b c a ce e , e C a a a d e e e a ee .

A e a d a e e a ee a dec de a e ec f ed e ce a ce e .

Article 79

T/e .ce f a e.e a| ee. .a|| ee. /e f|| [redacted] e| e e. :

(1) .a|| be ade [redacted] ;

(2) .a|| ec f /e|| ace, da.e a d e f /e ee. ;

(3) .a|| ec f /e a.e . be d o ed a./e ee. ;

(4) S, ec f /e/a e/|d ec d da.e f /a e/|de [redacted] a e e.|ed a.e d /e ee. ;

(5) I.a|| de /e/a e/|de /e f a. a de,|a a. ece a f /e . a e a [redacted] e dec /e a.e be d o ed. T/ c,|e/a|| a,,| (b |) ed e e, e| c/a e f /a e, e a a. f /a e ca, a| /e e| c, , /a|| de /e ,ec f c c d a d c ac (f a) f /e , ed a ac a d , e| e|| a /e ea a d effec f /e a e;

(6) A d ec , | e , a a e /e e a a e e e be [redacted] /a e a.e a| c f| c. f .e e. a a.e | bec d o /a|| d c| e /e a/ e a d e/e . f | c/ a.e a| c f c f .e e. If /e effec f , ed a.e | c/ d ec , | e , a a e /e e a a e e e be /e ca ac a /a e/|de d ffe e f /a f /e /a e/|de f /e a e c|a , /e d ffe e ce /a|| a be ,ec f ed;

(7) I.a|| c .a /e fi|| e f a ,ec a| e | ed be ad ,ed a./e ee. ;

(8) I.a|| c .a a c ea .a.e e /a a /a e/|de [redacted] /a /a.e d a d .e a./e ee. /a|| /a.e /e /a|| e e a d .e /e be/a|f a d /a. | c/ e eed be a /a e/|de ;

(9) I.a|| .a.e /e e a d ,|ace f /e de|e f /e , / f f /e ee. ;

(10) I.a|| .a.e /e a e a d .e|e/ e | be f /e c .ac ,e [redacted] /a d e /e ee. affa .

Article 80

If a e e a| ee. .a|| d o /e e ec f d ec. | e , /e ce f e e a| ee. .a|| d c| e fi|| f a. f /e ca d da.e f d ec. a d | e . I.a|| a ea .c| de /e f|| [redacted] :

(1) Pe a|| a o|a | c/ a : ed ca. bac | d, [redacted] e/ e e ce a d /e a,,| e. ;

(2) W/e /e e/ /e/a a c ec.ed e|a. , [redacted] /e C ,a /e c || /a e/|de a d ac a| c || e f /e C ,a ;

(3) T/e | be f /a e f /e C ,a /e/ /e/ e|d;

(4) W/e/ b CSRC a d e a eo e a.

Eac ca d da e f d ec e a be d d a ed.

Article 81

N ce f ee a ee a be ed a a e de (e a ee) e e b ad b a e ad a , add ed c a e de a e ed add e a e e e f e be , b b ca e C a ' eb e e eb e de a ed b c e c a e e e C a ' a e a e ed. F de f d e c- e ed a e , e ce f a ee a ee a be e b b ca ce e .

T e b ca ce e efe ed e eced a a a a be b ed e e a e d ca de a ed b e eo e e a a de e S a e C c 45 a d 50 da bef e d f e ee . O ce e a ce e b ed, a de f d e c- e ed a e a be dee ed a e ece ed e ce f e e a ee .

Article 82

Af e a ce f e ce f e e a ee , e e a ee a be ed ca ce ed e ea a d e a ec f ed e ce a be d a . I ca e f de a ca ce a , e c e e a a ea b ca ce e ea 2 da bef e e c ed ed da e, e e e e c bed e f e e (f , e a e a e).

Article 83

T e acc de a e ce f a ee - ece f ce f a ee b , a e e ed ece e c ce a a da e e ee a d e e a ed a e ee .

Section 4 Convening General Meeting

Article 84

A a e de e e f e be e a e d ec d da e a be e ed a e d e e a ee , a d e acc da ce e f ea a a e a d A c e f A c a .

A a e de e ed a e d a d ea a e e a ee a e e e a e e e (a be a a e de) a e a e d a d e be a f.

S c / e a e e c e e f e a ed b e a e de :

(1) T e a e de ' ea a e e e a ee ;

(2) T e de a d b e f e a d a ;

(3) U e e ded ea cab e e eq e a a d e a , e e a be e ec ede e b a f a d a , ece a fa a e de a ed e a e , c e a e ec e e a .

Article 85

A d d a a e de a ed e e ea ee e a , e e a d f c ca c f a e de ' de . If a a ed a e d e ee , add e e e ' de ca d, e a a e a e de ' de f e e a e a f e a e de .

If a a e de a e a a e e a e ee a e d e ee , e C a a e e e e e e a e e de f f e a e de a d e e a e, a e a a e a e f e b a d f d ec f e a e de a e a e a f f e c a a .

Article 86

T e e a a a be de e a d f e a S a e de a ed ; e e a a e de a e a e , c e e a be de ea de e a d f d ec a ed a ed.

T e e ed b e a e de a e a e e a e e a e ee a ee a e f c e :

(1) Na e f e ;

(2) W e e e a ;

(3) I d ca f c e , b ec ab e c ce eac a e e ea ee a e da;

(4) Da e f f e a d e f a d ;

(5) S a e (ea) f e c a . If e c a a e a e a e de , e ea f e e a e a be aff ed.

(6) S ec f e be f a e e ed b c ;

(7) If e a e a ed, e e a ec f e be f a e e ed b eac e ec e .

Article 87

T e a a be aced a ed c e f eC a a c e ace a ec f ed e ce f e ee bef e 24 e ee a c e a ed e bef e 24 e ec f ed e f e . W e e e ed b a e e a ed b ee a a e e d o e a e a be aced e e e a ed c e f eC a a c e ace a ec f ed e ce f e ee .

W e e e c a a e a e e a e a ed b e f b a d f d ec e dec - a b d a be e ed a e d eC a ' e e a ee a e e e a e f c e a e .

Article 88

A f ed b e b a d f d ec f eC a e a e de f ea e f e a e a e de f ee c ce c e e ca e fa f a a eac e a de ab e a e de e e a a e c eac a e be ed a e ee .

T e a a e a f e a e de d e e ec f c c e a e /e d c e .

Article 89

W e e e e a a decea ed, ca ac a ed ac, d a e ed a e e e e e e a a e a e bee a fe ed e a e e acc da ce e e e f e f a e a da a eC a dd ece ea e ce f ee e bef e c e ce e f e e a ee .

Article 90

A e a ec d f a e da a e ee a be c ed b e C a . T e e a ec d a c a e a e f a e da (a e f a a), de ca d be , e de a add e e , e be f a e e d e e e e a d a e (a e f a a) f e , e .

Article 91

T e c e e a e a e f e a e de ' a f ca acc d e e e f e be ded b e eo e e a a dc ea a a . T e a e f a e de a d e be f a e d a be e e ed. T e e a a e ee a a e a e bef e e c a a f e ee a ce e be f a e de a d e a e d e ee a d e a e e d .

Article 92

W e d a e e a ee , a ed ec , e a d ec e a e e b a d f d ec , a a ed. T e e e a a a e a d e e a a e e e be a e e a e e ce , e , e ea f ab e ce.

Article 93

T e e e a ee , a be c e ed a d e ded e b e c a a f e b a d f d ec . W e e c a a f e b a d f d ec , abe d c a e ed , d c a e d , e ee , a be c e ed a d e ded e b e ce c a a f e b a d(f e e a e , e ce c a e , e e e ec ed b e a e a f f ed ec , a e de). W e e e ce c a a f e b a d , abe d c a e ed , d c a e ed , e a e a f f ed ec , a de a e a d ec e a d e de e e ee . W e e e a e a f f ed ec ca de a e a d ec e e de e e ee , e a e a e de a e d e e ee a e ec e e e de e e ee . If f a ea e a e de a e abe e ec a c a a , e a e da a e de d e a e be f a e (e e b) a e de e e ee .

If a e e a ee c e ed b b a d f e , e c a a f e b a d f e , a e de e e ee . If e c a a f e b a d f e , abe d c a e d e , e a e a f f e e , e a e a e de e e ee .

If a e e a ee c e ed b e a e de e e e , e c e e a e a e e a e c d c e e ee . If f a ea e a e de a e abe e ec a c a a , e a e da a e de d e a e be f a e (e e b) a e de e e ee .

I a e e a ee , f e c a a f e ee c a e e e ee , ced e , a e ee , be , ceed, c e f e a e a f f e a e da a e de e a e de a a e e e e e a e c a a a d c e e ee . If f a ea e a e de a e abe e ec a c a a , e a e da a e de d e a e be f a e (e e b) a e de e e ee .

Article 94

T e C a a a a e e e f ced e f e e e a ee a d ec f de a e ced e f c e a d a e e e a ee , c d f ca , e a , e e

Article 96

D ec , e a d e a a e e e be a e a da e ee e ad e f a e de a e e a ee .

Article 97

T e c a a f e ee a , a ce e be f a e de a d e a ed e ee e a e a e a be f a e , c a a be e be f a e de a d e a ed e ee e a d a ed ca ed e ee ' e a ec d.

Article 98

T e e a ee a e a ed b e ec e a e b a d f d ec . T e e a e a e f c e :

(1) T e, e ea d a e da f e ee a d a e f e c e e ;

(2) T e a e f e ee c a a a d e a e f ed ec , e , a a e , a d e e a a e e e be a ed e e a e ee ;

(3) T e be f a e de (c d d e c- e ed a e de a d e ea a e de (f a)) a d e a ed e ee , be f a e e e e a d e e ce a e f e a e e a e ca a f e C a f eac a e de ;

(4) T e ce f e e a d d o , a fa eec a d e f eac , a ;

(5) S a e de ' e , a d a e e a a ;

(6) Na e f ec e a d c e f e ;

(7) O e c e be c ded a ec f ed e A c e f A c a .

Article 99

T e c e e a e e a e c e f e e a e e, aco a e a d c e. D ec , e , ec e a e e b a d f d ec , c e e a d e e e a e a d e ee c a a

Section 5 Voting and Resolutions at General Meetings

Article 101

Re [illegible] f [illegible] e e e a [illegible] ee [illegible] c [illegible] de d a e [illegible] ec a e [illegible].

O d a e [illegible] a a e e a [illegible] ee [illegible] a be a ed b e a e a f f e [illegible] a e ed b a e de (c d e) a e d e e a [illegible] ee [illegible].

S ec a e [illegible] a a e e a [illegible] ee [illegible] a be a ed b e a [illegible] d f e [illegible] ed b a e de (c d e) a e d e e a [illegible] ee [illegible].

Article 102

W e a e de (c d e) e a e e e a [illegible] ee [illegible] e a [illegible] e e c e e [illegible] acc d e be f [illegible] a e a e e e e. Eac a e a [illegible] ca e [illegible].

S a e ed b e C a d [illegible] ca [illegible] a d a [illegible] be c ed e e a be f [illegible] a e e e ed b a e de e e a a e e a [illegible] ee [illegible].

S b ec [illegible] a d c d [illegible] a [illegible] c [illegible] ace [illegible] a [illegible] cab e a [illegible], e a [illegible] a d/ e e e e f e [illegible] e f e ace [illegible] e e e C a ' a e a e ed, e b a d f d ec [illegible], de e de d ec [illegible] a d e a e de [illegible] a f [illegible] e e a [illegible] ec f ed c d [illegible] a c f e [illegible] a e f a e de.

W e e e e a [illegible] ee [illegible] c [illegible] de e a ed a a ac [illegible], e e a ed a a e de a [illegible] a c a e e f [illegible] ec f ed e a [illegible] cab e a [illegible], e a [illegible] e f e ace [illegible] e e e C a ' a e a e ed. H a e e d [illegible] be c ed [illegible] e a be f a d e. T e b ca ce e e e e f e e e a [illegible] ee [illegible] a [illegible] d c e e e e f e - e a ed a a e de.

I acc da ce [illegible] e a cab e a [illegible], e a [illegible] a d e f e ace [illegible] e e e C a ' a e a e ed, [illegible] e e a a e de a [illegible] ab a f f a a a e [illegible], e c ed e f a a c e [illegible], a e a f c e e e c b e a e de (e e) a [illegible] be c ed e e [illegible].

Article 103

V a e a [illegible] ee [illegible] ec d e a e f e e.

Article 104

W e a [illegible] a e a a ee [illegible], a a e de (c d e) [illegible] a e e [illegible] e eed a ca a [illegible] e e a e [illegible].

Article 105

W e e be f e f a d a a a e [illegible] e a e c a a f e ee [illegible] a [illegible] be e ed e add a [illegible].

Article 106

A f e e be ec ed b e ea ee f a e de ce f c a e a e a a a (1), (2), (3), (4), (5), (6), (10), (12), (14) a d (17) A ce 63 e a e eed f e ec a e acc da ce e a ad a e e a A ce f A c a e a e a be a ed b d a e a a ea ee .

Article 107

A f e e be ec ed b e ea ee f a e de c e a e a a a (7), (8) (9), (11), (13) a d (15) A ce 63 a e e ed b e a ad a e e a A ce f A c a e a e ed b e ea ee b d a e be f f ca ac e C a a d e eb a be a ed b ec a e a a ea ee . A d c a e a a a (16) a e ec e a e ab e e ed e d a e a d ec a e acc da ce e ec f c c e f a e de' a .

Article 108

T e c a a f e ee a be e d e b e f dec d e e a e f e ea ee a bee a ed. H dec a be f a a d a be a ced a e ee a d ec ded e e f ee .

Article 109

If e c a a f e ee a a d b ab e e e a a e e-c f e e. If e c a a f e ee d e a a e e-c f e e, a a e de a e d e ee c a e e e a ced b e c a a f e ee a a e be e ed e e e-c f e ed a e af e c a ce e, e c a a f e ee a ed a e a a e e-c f e e.

Article 110

If c f e e da a e ea ee , e e f ec a be ec ded e e f ee . T e e f ee a d e e a ec d fa e da ed b e a e da a e de a d e a be e a e C a ' d c e f a e d e a 10 ea .

Article 111

S a e de a e a e , c e f e e f ee d e C a ' ff ce f ee f c a e. If a a e de e e f a , c f e e e a e f ee , e C a a e d c , c e e da ece f a e f ea ab e c a e .

Chapter 9 Special Procedures for Voting at Class Meeting

Article 112

S a e de d ffe e ca e f a e a be a e de f d ffe e ca e.

S a e de f d ffe e ca e a e ad de a e b a acc da ce a e ad a e e a ad A ce f A ca .

W e e e a ca a f e C a c de a e c d ca e d - a e – a ea e de a f c a e.

W e e e a ca a c de a e d ffe e e de a feac c a f a e, e a e e fa ab e c de e d e c ed – ed –.

Article 113

T e C a a ceed c a e ab a e e a e de ' f a c a f a e e c c a e ab a a bee a ed b a f a ec a e f e e ea ee. a d b a e a a e c a ee. f e affec ed a e de f e c a f a e acc da ce A ce 113 117.

W e ea c a e d e ca df e a , e a ad e e f e ace e e e a e f e C a a e ed, a e a dec f d e ca df e e a a e c ead e c a e f e c a f a e de ' e ea a e e ea a f a e de ' ee c a ee .

Article 114

T e f a e de f a ce a c a a be dee ed a e bee c a ed ab a ed e f c d :

1. a ceae dec eae e e be f a e f c c a a ceae dec eae e e be f a e fac a a d b e e e a e f e a e f c c a ;

2. ac a e fa a f e a e f c c a a e fa e c a , ac e fa a f e a e fa e c a a e f c c a e a f e c c a e; a e a ed c f acc ed d de d a ed de d a ac ed a e f c c a ;

4. a ed c e a fad de d efe ece e d b efe ce d da f e C a , a ac ed a e f c c a ;

5. a add , e a ed c f a ec e ac e ea e f e C a a ac ed a e f c c a ;

6. a e a ed c f ece ea ab e b eC a a a a a a e c a ac ed a e f c c a ;

7. a c ea f a e c a f a e d b e e e a e e e f e a e f a c a ;

8. a f e c add a e c e a fe f e f e a e f c c a ;

9. a a ce f b c be f c e a e f c c a a e c a ;

10. a c ea e e a d e e f a e f a e c a ;

11. e c f eC a c ca e a e de f d ffe e c a e bea ab d ffe e e e d e e c ; a d

12. a a e d e ca ce a f e f ec .

Article 115

S a e de f e affec ed c a , e e e e ea e e a ee , a a e e ea c a ee e ec f a e efe ed a a (2) (8) a d (11) (12) A c e 112, e ce a e e ed a e de a ea c a ee .

T e e e ed a e de – e ece d a a a a e e f ea :

1. f eC a a ade a e de ffe a a e de e a e a b ac e a e c a e acc da ce A c e 32 e e f, e c a e de a def ed A c e f A c a a be e e ed a e de –;

2. f eC a a b ac e a e b a a ee e de a ea e e c a e acc da ce A c e 32 e e f, de f a e ea c a ee e a be e e ed a e de –;

3. de a e c a f eC a a e de bea ab a a e a e a f e ab b e b e a e de f e a e c a , a e de a e a e e a e c a f eC a a d ffe e f e e e c e c a f e a e de f e a e c a a be e e ed a e de –.

Article 116

Re f a ee f a e de f d ffe e c a e a be a ed b e a - d f e f a c a e e ed a e ee acc da ce A c e 113.

Article 117

W e e C a d a c a ee , a ea e ce 45 da f a e e ed a e de f a c a f e a e be c de ed a e ee a e da e a d ace f e ee . S a e de ed a e d e ee a , 20 da e da f e ee , de e e e e C a f e a e da ce.

If e be f e a e e ed b e a e de ed a e d e ee e a e a f f e a be f a e f a c a , e C a a d e c a ee f a e de . If , e C a a ea e f e da f e a e de ce a f e a e be c de ed a e ee a d e da e a d ace f e ee e f fa b c a ce e . U f ca b b c a ce e , e C a a d e c a ee .

If e e a ec a e e e b e e ace e e e C a ' a e a e ed, c e e e a ea .

Article 118

T e ce f c a ee f a e de a be de e ed e a e de e ed e e ea .

T e ced e f a c a ee a , e e e be, be de ca e ced e f a e e a ee . U e e e ec f ed ec , f e A c e f A c a f e C a e e a ced e f e e d f a e e a ee a be a cab e a c a ee .

Article 119

I add de f e c a e f a e , de f d e c- e ed a e a d e ea ed f e a e a e dee ed be d ffe e c a e f a e de .

T e ec a ced e f c a ee a a e f co ace :

(1) W e e C a e d e c- e ed a e a d e ea ed f e a e , a b a ec a e f a e de a e e a ee , e e e a a e c o e ce e e 12 , e a 20% f eac f e e ed d e c- e ed a e a d e ea ed f e a e f e C a ;

(2) W e e C a ' a e d e c- e ed a e a d e ea ed f e a e , c , a e ed 15 f e da e f a b e eo e e a a e f e S a e C c ;

(3) W e e e a b e eo e e a a e f e S a e C c ed e c a e de a fe e a e d e f e e f e ea a d ad .

Chapter 10 Party Committee

Article 120

The Communist Party of China (Communist Party) and the Communist Party of China Central Committee (Communist Party Central Committee) and the Communist Party of China Central Committee Political Bureau (Communist Party Central Committee Political Bureau) and the Communist Party of China Central Committee Political Bureau Standing Committee (Communist Party Central Committee Political Bureau Standing Committee) and the Communist Party of China Central Committee Secretariat (Communist Party Central Committee Secretariat) and the Communist Party of China Central Military Commission (Communist Party Central Military Commission) and the Communist Party of China Central Discipline Inspection Commission (Communist Party Central Discipline Inspection Commission) and the Communist Party of China Central Committee Organization Department (Communist Party Central Committee Organization Department) and the Communist Party of China Central Committee Propaganda Department (Communist Party Central Committee Propaganda Department) and the Communist Party of China Central Committee United Front Work Department (Communist Party Central Committee United Front Work Department) and the Communist Party of China Central Committee Foreign Affairs Office (Communist Party Central Committee Foreign Affairs Office) and the Communist Party of China Central Committee Taiwan Affairs Office (Communist Party Central Committee Taiwan Affairs Office) and the Communist Party of China Central Committee Hong Kong and Macao Work Office (Communist Party Central Committee Hong Kong and Macao Work Office) and the Communist Party of China Central Committee Political and Legal Affairs Commission (Communist Party Central Committee Political and Legal Affairs Commission) and the Communist Party of China Central Committee Financial and Economic Affairs Commission (Communist Party Central Committee Financial and Economic Affairs Commission) and the Communist Party of China Central Committee Cyberspace Affairs Commission (Communist Party Central Committee Cyberspace Affairs Commission) and the Communist Party of China Central Committee Science and Technology Commission (Communist Party Central Committee Science and Technology Commission) and the Communist Party of China Central Committee Education Work Leading Group (Communist Party Central Committee Education Work Leading Group) and the Communist Party of China Central Committee Rural Work Leading Group (Communist Party Central Committee Rural Work Leading Group) and the Communist Party of China Central Committee Comprehensively Deepening Reform Leading Group (Communist Party Central Committee Comprehensively Deepening Reform Leading Group) and the Communist Party of China Central Committee Comprehensively Governing the Country According to Law Leading Group (Communist Party Central Committee Comprehensively Governing the Country According to Law Leading Group) and the Communist Party of China Central Committee Foreign Affairs Leading Group (Communist Party Central Committee Foreign Affairs Leading Group) and the Communist Party of China Central Committee Cyberspace Affairs Leading Group (Communist Party Central Committee Cyberspace Affairs Leading Group) and the Communist Party of China Central Committee Financial and Economic Affairs Leading Group (Communist Party Central Committee Financial and Economic Affairs Leading Group) and the Communist Party of China Central Committee Comprehensively Deepening Supervision and Discipline Enforcement Leading Group (Communist Party Central Committee Comprehensively Deepening Supervision and Discipline Enforcement Leading Group) and the Communist Party of China Central Committee Comprehensively Governing the Party Strictly Leading Group (Communist Party Central Committee Comprehensively Governing the Party Strictly Leading Group) and the Communist Party of China Central Committee Inspection Work Leading Group (Communist Party Central Committee Inspection Work Leading Group) and the Communist Party of China Central Committee Internal Organization (Communist Party Central Committee Internal Organization) shall be established in accordance with the Constitution of the Communist Party of China (Constitution of the Communist Party of China) and the Communist Party of China Central Committee Decision on Establishing Communist Party Central Committee Internal Organization (Communist Party Central Committee Decision on Establishing Communist Party Central Committee Internal Organization).

The duties of the Communist Party of China Central Committee Organization Department (Communist Party Central Committee Organization Department) and the Communist Party of China Central Committee Propaganda Department (Communist Party Central Committee Propaganda Department) and the Communist Party of China Central Committee United Front Work Department (Communist Party Central Committee United Front Work Department) and the Communist Party of China Central Committee Foreign Affairs Office (Communist Party Central Committee Foreign Affairs Office) and the Communist Party of China Central Committee Taiwan Affairs Office (Communist Party Central Committee Taiwan Affairs Office) and the Communist Party of China Central Committee Hong Kong and Macao Work Office (Communist Party Central Committee Hong Kong and Macao Work Office) and the Communist Party of China Central Committee Political and Legal Affairs Commission (Communist Party Central Committee Political and Legal Affairs Commission) and the Communist Party of China Central Committee Financial and Economic Affairs Commission (Communist Party Central Committee Financial and Economic Affairs Commission) and the Communist Party of China Central Committee Cyberspace Affairs Commission (Communist Party Central Committee Cyberspace Affairs Commission) and the Communist Party of China Central Committee Science and Technology Commission (Communist Party Central Committee Science and Technology Commission) and the Communist Party of China Central Committee Education Work Leading Group (Communist Party Central Committee Education Work Leading Group) and the Communist Party of China Central Committee Rural Work Leading Group (Communist Party Central Committee Rural Work Leading Group) and the Communist Party of China Central Committee Comprehensively Deepening Reform Leading Group (Communist Party Central Committee Comprehensively Deepening Reform Leading Group) and the Communist Party of China Central Committee Comprehensively Governing the Country According to Law Leading Group (Communist Party Central Committee Comprehensively Governing the Country According to Law Leading Group) and the Communist Party of China Central Committee Foreign Affairs Leading Group (Communist Party Central Committee Foreign Affairs Leading Group) and the Communist Party of China Central Committee Cyberspace Affairs Leading Group (Communist Party Central Committee Cyberspace Affairs Leading Group) and the Communist Party of China Central Committee Financial and Economic Affairs Leading Group (Communist Party Central Committee Financial and Economic Affairs Leading Group) and the Communist Party of China Central Committee Comprehensively Deepening Supervision and Discipline Enforcement Leading Group (Communist Party Central Committee Comprehensively Deepening Supervision and Discipline Enforcement Leading Group) and the Communist Party of China Central Committee Comprehensively Governing the Party Strictly Leading Group (Communist Party Central Committee Comprehensively Governing the Party Strictly Leading Group) and the Communist Party of China Central Committee Inspection Work Leading Group (Communist Party Central Committee Inspection Work Leading Group) and the Communist Party of China Central Committee Internal Organization (Communist Party Central Committee Internal Organization) shall be established in accordance with the Constitution of the Communist Party of China (Constitution of the Communist Party of China) and the Communist Party of China Central Committee Decision on Establishing Communist Party Central Committee Internal Organization (Communist Party Central Committee Decision on Establishing Communist Party Central Committee Internal Organization).

Article 121

The Party Committee of the Communist Party of China Central Committee, in accordance with the Constitution of the Communist Party of China (Constitution of the Communist Party of China), shall perform the following duties.

(1) To implement the Party's line, principles and policies, to implement the Party Central Committee's decisions on major issues, to lead the Party Committee of the State Council, the Party Committee of the National Supervisory Commission, the Party Committee of the Supreme People's Court, the Party Committee of the Supreme People's Procuratorate, the Party Committee of the National Social Security Fund Council and the Party Committee of the Central Financial Management Leading Group (Central Financial Management Leading Group) to carry out their work.

(2) To study and put forward proposals on the Party's and the State's major policies, to make recommendations on the appointment and removal of leading officials at the level of deputy minister and above, to manage the leading bodies and leading officials at the level of deputy minister and above, to manage the appointment and removal of leading officials at the level of deputy minister and above in accordance with the Party Central Committee's decisions and relevant regulations, to recommend candidates for leading officials at the level of deputy minister and above to the Party Central Committee

Article 122

I de.e . .e b.a. a e a. a d a a e e. . e. f.e C a , .e b a d f d ec. . a d a a e e. .ea .a f . ee . . . f . .e Pa. C .ee f.e C a .

Article 123

T.e . f.e Pa. O a a. a d.ec. . c. f .e f.a ceed c a ce .e e.e a. . . . f.e C . . f.e C . . Pa. f C. a.

Chapter 11 Board of Directors

Section 1 Directors

Article 124

D ec. . a be e ec.ed b .e e e a ee. a d e e a.e f.ee ea f eac. e . . A d ec. a e e c .eq . e.e f e-e ec.ed . .e e f . .e . e . .e e . a.ed b .e e.e a. a , e . a. a d . . . e f.e ace e e.e C a ' .a e a e .ed.

A d ec. '.e f e ce c e ce f .e da.e.e a e . .e a . . e . . .e q e . .e f e ce f b a d f d ec. e d. If a d ec. '.e f e ce e e b a e d ec. . e a . .ed, .e a d ec. .a c . e. ca . . .e d ec. ' d. e acc d . .e a , ad . . a. e e . a. . , de a. e a e . a. a d .. A. c e f A. c a. . . . .e e e ec.ed d ec. ' a . . e. c e . effec..

A d ec. ' . . a be a . ed b e e a a a e .e e a a e e. e be . B . .e. a . be f e e a a a e .e e a a e e. e be , a a . ed ec. . . .e c a , . . e . be f d ec. a .aff e e e.a. e, a . e ceed e a f f.e. a . be f d ec. .

A d ec. eed . be .a e. de f.e C a .

Article 125

T.e d ec. , b .e c ec. e a d d d a , a e e ec.ed. fi f d c a d. e a d d. e f. , ca e a d d e ce. a .a da d a ea. c a ce .e e.e a da d e .ab .ed b .e e f H. K . T. ea .e a e e d ec. . . , .e e f a ce f. d. e a a d ec. :

(a) ac. . e. a d . . d fa .e . e .e e e. f.e c a a a e ;

(b) ac. f . . e . . e;

(c) be e . . b e. .e . e f .e a . ca. . . a . ca. . f . a e. ;

(d) a d ac. a a d . .e. a c f c. f .e e. a d c f c. d. ;

(e) d c e fi a d fa e e c ac ; a d

(f) a c de ee f , ca e a d d e ce a a ea ab be e ec ed f a e f ed e a d e e ce a d d a d ec a ed c a .

Article 126

T e e a e a ca d da e a d ec a d e e ce f c ca d da e e a d e acce e a a be e e a e 7 da e da e a ed f c e e a ee .

W e e e e e ded b e e a a a d e a , a d ec ca be e ed b d a e a ed a e e a ee bef e e e f f ce (b c e a d e e d ce ed ec ' c a f da a e a a ac ac).

Article 127

If a d ec ab e a e d b a d ee e f c eq e ee , a d d e a e d ec a e d b a d ee be a f, e a be dee ed a fa ca d e . T e b a d f d ec a e e e a ee e ace .

Article 128

A d ec a e bef e e f e f e ce. W e a d ec e e a e b a e ce e b a d f d ec . T e b a d f d ec a d c e e e a c q ace 2 da .

If e e be f ed ec fa be e a e e d ec bec e effec e a e d ec a ed f e aca c . T e e a e be f e b a d d c e e a e a d a e e a ee e ec a e d ec f e aca c a a be.

Sa e f ec q ace efe ed e e ced a a a ed ec ' e a a e effec de e f / e e a e e b a d f d ec .

Article 129

W e a d ec ' e a a e effec e f e ce e e ed ec a c e e a a fe ced e e b a d f d ec . H f d c a d a d e C a a d e a e de a e af e e e d f e f e ce a d be effec e f a ea ab e e d ec f ed b A ce f A c a .

Article 130

I e ab e ce f ec f ca A ce f A c a e a e a a b e b a d f d ec , d ec a ac e a ca ac be a f f e C a e b a d f d ec . W e a d ec ac e a ca ac , b a d a ea ab be e e a ed ec e e e e C a e b a d f d ec , a d ec a dec a e a ce a d ca ac ad a ce.

Article 131

If a d ec. b eac e. e a , ad . a. e e a. . , de a . e. a e a. . . A . c e f A . c a. e ca . . d . e a d ca e . . . e C a , e . a be e d e . b e f da a e. .

Section 2 Independent Directors

Article 132

T e C a . a a e de e de d ec. . I de e de d ec. efe . c d ec. f e C a . a e e d e . e . a . ed ec. ' d e . a e a. . . b a . a . a e de (efe e a a e a e c a e de d e . a 5% f e . a be f . a e) . a a de . e de e de b ec. e d e . , a d a. f e . e e e de e de ce b . e . e f e ace e e . e C a ' . a e a e ed.

U e . e e ded . ec. , e e e a . e . C a e 14 f . A c e f A . c a. . a a . e . a f ca. a d b a. f de e de d ec. .

Article 133

N e . a e- d e be f b a d f d ec. a d e . a . ee e be f . e b a d f d ec. f e C a . a be de e de d ec. ; a c a . ea . e f . e de e de d ec. . a e a e a e fe a . a f ca. acc . e a ed f a c a a a e e . e e . e. A a . e . e be f de e de d ec. fa . ee . e be e ed b . A c e f A . c a. d e . e . e d . a f ca. f de e de ce . e c o . ace c a . c de e de d ec. a e f . e d e . e C a . a a add . a de e de d ec. . ee . e e e . .

A ea . e f . e de e de d ec. f e C a . a d a e de H K .

Article 134

A de e de d ec. . a a e . e a e e f ff ce a . e d ec. f e C a , a d a be e- ec ed e f e e e a . e c ea . e e a be e a ea .

Article 135

T e C a . a f a e e f de e de d ec. , c e ec f e a f ca. , a . ec. a d e ace e a d . a d b a . , ab e , a d c . e a be a ed a . e e e a ee. .

Article 136

Ma e e a . de e de d ec. c a e c e ed . ec. a be dea acc d . e e e a a e , e a . e f e ace e e e C a ' . a e a e ed.

Section 3 Board of Directors

Article 137

The Company shall have a board of directors which shall be accountable to the general meeting.

Article 138

The board of directors shall consist of five to nine directors, who shall be elected by the general meeting. The board of directors shall have a chairman, and may have a vice chairman elected by the general meeting. (The references to chairman and vice chairman shall be construed as references to the equivalent offices in any case where alternative terms are used for the equivalent offices.)

The chairman and the vice chairman (if any) of the board of directors shall be elected annually and may be re-elected. The chairman and the vice chairman (if any) of the board of directors shall not hold executive positions in the Company.

Article 139

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

(1) to be responsible for the convening of the general meeting and to report to the general meeting;

(2) to implement the resolutions of the general meeting;

(3) to decide on the Company's business plans and investment plans;

(4) to formulate the Company's annual financial budget and final accounts;

(5) to formulate the Company's profit distribution plans and plans for recovering losses;

(6) to formulate plans for the increase or reduction of the registered capital of the Company and the issuance of debentures by the Company;

(7) to formulate plans for major acquisitions, repurchase of shares of the Company or merger, division, dissolution and change of the corporate form of the Company;

(8) to decide on the establishment of the internal management organs of the Company;

(9) to decide on the engagement or dismissal of the president of the Company and, based on the nomination of the president, to decide on the engagement or dismissal of the vice president and financial officer of the Company and to decide on their remuneration matters;

(10) to decide on the establishment of the basic management system of the Company;

(11) to prepare proposals for the amendment to the Articles of Association of the Company; and

(12) ...

(13) ...

(14) ...

(15) ...

(16) ...

(17) ...

(18) ...

(19) ...

(20) ...

(21) ...

(22) ...

a. ...

b. ...

c.

. b a a d c a a e e a e C a ' ca e b a d c a e b c a e e f ca afe d c a d ab a e a ce;

. b a a d c a e ed be e ed e e a e e a d e a e ; a d

. e e ed e e a dde e a f e Pa C ee.

T e ab e a e f a e c ed b e b a d f d ec a a ac a a e e f e C a c a be e ed b a e e a ee acc d e a be b ed e e a ee f e e .

E ce f e b a d e ec f e a e ec f ed a a (6), (7) a d (14) c a be a ed b e a - d f e d ec , e b a d e ec f a e a e a be a ed b e a e a f f e d ec .

Article 140

T e b a d f d ec a f a e e e f ced e f ee f e b a d f d ec e e

Article 143

T e c a a f e b a d a e e c e e f fi c a d e :

(1) e de e e a ee a d c e e a d e de e ee f e b a d f d ec ;

(2) a d c ec e e e a f e f e b a d f d ec ;

(3) a e ce f ca e , b d ce f ca e a d e eo e ed b e C a ;

(4) a e e f a f a e a d c d a e e a f e b a d f d ec ;

(5) a d o e f e b a d f d ec a d e a b d d o e be a f f e C a ;

(6) e e c e e , e a d fi c a e a e e a e e e a e;

(7) a e ca d da e f ec e a e b a d f d ec , e be a d c a a f e , ec a ed c ee de e b a d f d ec ;

(8) e e a a e f e c a ' e a a e e , a d de da ce e e a f e e f e b a d f d ec ;

(9) ca e f e e c f ca a , c a a d a e a d e f ce a e, e e c e e , ec a fd , a e e C a ' affa a a e e e e e f a a d e e f e C a , a d e , e b a d f d ec a d e e a ee af e a d ;

(10) ac e a f e f e b a d f d ec e a da e f e b a d f d ec e b a d f d ec e ; a d

(11) e fi c a d e a ed b e a , ad a e e a , de a e a e , A c e f A c a a d e b a d f d ec .

Article 144

T e ce c a a a a e c a a f e b a d f d ec . W e e c a a ab e d e ca e d e , e a be ca ed b e ce c a a (f e C a a e ce c a e , e e ed e a be ca ed b e ce c a a a ed b e a e a f f e d ec). If e ce c a a ab e d e ca e d e , e a e a f f e d ec a a e ad ec ca e d e .

Article 145

T e b a d ee c de e a ee a d a d a ee .

Re a ee f e b a d f d ec a be e d a ea ce a ea . Mee f e b a d f d ec a be c e ed b e c a a f e b a d b a ce a d ec a d e e da bef e e ee e d.

T e Pa C ee, c a a , a a de d e a e e d ec , e b ad f e a a d a ee f e b ad f d ec . T e c a a a , c ee ead e de e ee a d a ee f e B ad f D ec 10 da ece f e a , ad a ea ce a d ec ad e f e da bef e e ee ed.

W e ee e a e a e , a ee a d a b ad ee a be ed a a b ec a a , c b ec e e e f ee ce a e e a a a 3 f a c e, e a a e ce a be e d ec , e a d e ea a a e.

Article 146

T e ce f b a d ee a be de e ed e a e a e A c e 239 f e A c e f A c a .

D ec a ea e ded e ee be dee ed , a e bee ed a ce f b a d ee f e ad a ed a e f a ece ed c ce bef e d e b a d ee .

T e b a d ee a be ed b ea f e e c fe e ce e a c ca e, a c a , a e S a a a c a d ec ca ea e ed ec ad c ca e, a c a a a c e e ce a e ee a f ed ec e e e e .

Article 147

A ce f b a d ee a c de e f c e :

(1) Da e a d ace f ee ;

(2) Pe d f e ee ;

(3) Rea a d a e da;

(4) Da e f a ce f ce;

(5) Me d f d e ee .

Article 148

F a a a e be de e ed b e b a d f d ec , ff c e f a a be ded e d ec a d ed ec a e e ed e e a a e a . W e e a e-f e f ed ec e e a d ec (efe c d ec a e e ea e e C a) c de a e ded a e a ff c e e ea c ea e a e defe e b a d ee defe e c de a e e a a e b a d f d ec a acce c e acc d .

Article 149

E ce f e c de a e a ed a a ac b e b a d f d ec a e A c e 145, e b a d ee a be ed e e a f f ed ec a e e .

U e e ded a ce ee , e f e b ad f d ec a be a ed b e a e af f a ed ec .

A f e ab ad e , eac d ec a a e e e . We e e be f e ca f a da a a e , e a , e c a a f e b ad f d ec a a ea ca e.

Article 150

T e d ec a a e d ab ad ee e . If a d ec ab e a e d f a ea , e a a a e d ec a d be af. T e a a e e a c a e a e f e e e a e, e a e e ed, c e f a a d a d e d. I a be ed ea ed b e, c a .

T e a ed d ec a e d e ee a e c e d ec ' d e a e ed c e. If a d ec d e a e d ab ad ee e a dd e a e a e e a e a e d e ee , e/ e a be dee ed a e a ed e a e ee .

Article 151

W e a d ec c ec ed c a e c e b ec f a e be dec ded a a b ad ee , e c ec ed d ec a e a e , a d a e be af f e d ec . T a d ec ' ee ca be e d f e a e af f e de e de d ec a e d . Re ade b e b ad ee a be a ed b e a e af f e de e de d ec . If e a e ee de e de d ec a e d e b ad ee , e a e a be b ed e e e a ee f c de a .

Article 152

T e b a d ee a e b a f d c ed ba .

P ded a e d ec ca fi e e a e a d a b ad ee , c ee ca be e d b ea f de e b a d, , fa e ea f c ca a d e c d be a ed e e f c e a be ed b e d ec a e ded e ee .

Article 153

T e b a d f d ec a ee e f dec e a e d o ed a e ee . T e d ec a e ded e ee a d e ec de a e f a ee .

T e d ec a be e b e f e dec f e b a d f d ec . W e e a e f e b a d f d ec a f e a , ad a e e a e A c e f A c a , e eb ca e e C a , e d ec a e e a be ab e e C a f da a e . H e e , e e a d ec ca e a e e , e d c e e a ec ded e e f e ee , e d ec a be e ed f c ab .

T e e f b a d ee a be e , a a c a f e f a e d f e a 10 ea .

Article 154

The duties of the Board shall include:

(1) determining the time and place of meetings;

(2) giving notice of meetings and preparing minutes of meetings;

(3) keeping records;

(4) keeping the register of shareholders;

(5) keeping custody of the seal of the Company and affixing the seal to documents when authorized by the Board.

Article 155

The Secretary shall be appointed or removed by the Chairman of the Board. Directors may concurrently serve as the Secretary.

Chapter 12 Secretary to the Board of Directors

Article 156

The Company shall appoint a Secretary. The Secretary shall be appointed or removed by the Chairman of the Board.

Article 157

The secretary to the Board of Directors shall be a natural person who has the necessary knowledge and skills to perform his duties and is willing to undertake the duties of the Secretary to the Board of Directors.

The main responsibilities of the secretary to the Board of Directors are:

(1) to organize and coordinate the daily work of the Board of Directors, to establish and improve the working system of the Board of Directors, to advise the Board of Directors to exercise its powers in accordance with the articles of association, to timely organize the preparation of proposals considered by the Board of Directors, to timely prepare and submit the reports and documents required by the regulatory authorities in accordance with the relevant provisions, to organize the disclosure of information of the Company in accordance with the relevant provisions, to coordinate the relationship between the Company and the regulatory authorities, and to respond to the inquiries of the regulatory authorities;

(2) to be responsible for preparing for the meetings of the Board of Directors and shareholders' general meetings, to prepare the minutes of meetings, to ensure that the resolutions of the Board of Directors are in compliance with the laws and regulations when they are passed, to timely inform the directors of the resolutions passed at the meetings of the Board of Directors and supervise the implementation of the resolutions;

(3) to be responsible for the management of the shareholder information of the Company, to ensure that the shareholders of the Company have the right to obtain relevant information in accordance with the law, to timely provide the latest shareholder information to the Company's

(4) [illegible]

(5) [illegible]; and

(6) [illegible]

The [illegible]:

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

(5) [illegible]

(6) [illegible]

(7) [illegible]

(8) [illegible]

(9) c d a.e. de f a. . eC a ' b ad f e. . ad e e a. a e c e eeded f e f a ce f e . e . fi c. , a d a . e e. a. . e a . . e C a ' c ef acc . a . , d ec. a d e e a a a e . fi f e . ff d c a .

(10) e f . c . e fi c. . a d e a ed b e B a d f D ec. a d e fi c. . e ed b e a e . ace f e C a . c e c a e.

Article 158

D ec. . e e a a e e. e be (e ce e c ef acc . e e a a a e f eC a) a c o e ac. a e ec e. a . e b a d f d ec. . N acc . a ( ) f e acc . f a ed b e C a a c o e ac. a ec e. a . e b a d f d ec. .

P ded a e e ff ce f e ec e. a . e b a d e d c o e b a d ec. , a d a ac. e ed. be ade b a d ec. a d e ec e. a . e b a d e a a e e e c o e d e ff ce f d ec. a d ec e. a . e b a d a e f e ac. d a ca ac. .

Article 159

T e C a ' d ec. , e e a a a e a d e a. ed de a . e . a . e ec e. a . e b a d. e f / e d e e f . . a e . , aff de e . fi d e. c. f e ed. A e e a. de a . e . f eC a a . ac. e c e a e e ec e. a . e b a d.

Chapter 13 General Manager

Article 160

T e C a a . e a a e e . ea , de e e f e b a d f d ec. e e. e dec f e b a d f d ec. a d e e eC a ' da e a. . Re . b . e a be e e a a e e . ea .

T e C a a . e e e a a a e a d e e a de . e e a a a e . a . e e e a a a e a d e c ef acc . a . T e e e a a a e , de . e e a a a e a d c ef acc . a . a be ed a d d ed b e b a d f d ec. .

Article 161

T e e f ff ce f e e e a a a e a be e ee ea a d a be e b e . ffe e f/ e e f f ea e .

T e e e a a a e ca b e a . bef e e e f e f ff ce. T e ced e a d c ce e e e a a a e ' e a . a be e a ed b e e e c . ac. be ee e e a a a e a d eC a .

A d ec. a c o e a e e f e e a a a e de . e e a a a e.

Article 162

T e C a ' e e a a a e a be acc ab e e B a d f D ec a d a e c e e f fi c a d e :

(1) ead e C a ' d c , e a a d a a e e , a d e e e b a d f d ec ;

(2) a e e ce ca e B a d' e ;

(3) a e e e e a f e C a ' a a b e a a d e e a f a ed b e b a d f d ec ;

(4) daf a f e e ab e e f e C a ' e a a a e e c e;

(5) daf e ba c a a e e e f e C a ;

(6) f a e de a ed e a d e a f e C a ;

(7) e e a e e d a f e C a ' de e e a a a e ( ) a dc ef acc a e B a d;

(8) a d e a a e e e be e a e e ed, bea ed d ed b e B a d;

(9) e e c e e e c fe ed b e A c e f A c a e b a d f d ec .

I de e e b a a e a a d a a e e e f e C a , e a a e e ea f e C a a a f ee f e Pa C ee f e C a .

Article 163

T e C a ' e e a a a e a a e d e ee f e b a d f d ec . A -d ec a a e a a e e e a c ee .

Article 164

T e e e a a a e a f a e e de a ed e f e e e a a a e, c a a be b e b a d f d ec f a a .

T e e f e e e a a a e c de e f :

(1) c d , ced e a d e be f a c a f c e a a e ee ;

(2) e ec e d e a d d f ab a e e a a a e a d e e a a e e ;

(3) f a c a fi d a d a e a e e f f ca c ac , e e e e e e e b a d f d ec a d e b a d f e ;

(4) e a e c de ed ece a b e b a d f d ec .

Article 165

I ,e e ec e f , /e fi c . . . a d , e , ,e a a e , a bea , e d e f d fa , a d d e d e ce acc da ce , , e a , ad . . a . e e a . . . a d , e C , a ' A c e f A c a . . .

Chapter 14 Board of Supervisors

Section 1 Supervisors

Article 166

T e e f ff ce f a , e . . . , a be 3 ea , e e ab e , e-e ec . a d e-a , . . e . .

Article 167

A d ec . , a a e a d , e e a a e e . ca . . c o e . , d a , . a , e . . .

Article 168

W e a , e . . ' e f ff ce e , e e , e a e , e . . . e . a , . ed, , e a , e . . e d . e f ff ce, ead . , e be f e be . , e b a d f , e . . fa be , e a . e , a d bef e e e a , . ed , e . a e , a , . e . , e a , e . . a c . e . e f , /e d e acc d . , e a , ad . . a . e e a . . a d , e C , a ' A c e f A c a . . .

Article 169

A , e . . a e , e , a . , e f a . d c , e f , e C , a . . e, aco a e a d c , e.e.

Article 170

A , e . . ca be , e e a a b a d f d ec . ' ee . . He/ e ca a , e . . a e , e . . c ce , ed e , . a , e ee . .

Article 171

A , e . . a . a e e f a c a ed e a . , . e , e C , a ' e e . , a e b , ca ed . , e C , a , e/ e a bea , e e , b , f c , e a . .

Article 172

A , e . . a fa fi , e f , e d e acc da ce , , e a , ad . . a . e e a . . a d , e C , a ' A c e f A c a . . .

If a , e . . c . a e e , e a , ad . . a . e e a . . , de a . e a e a . . , A c e f A c a . , e e f . d e a dca e . , e C , a , e/ e a bea , e e , b , f c , e a . .

Section 2 Board of supervisors

Article 173

[illegible]

Article 174

[illegible]

[illegible]

Article 175

[illegible]

Article 176

[illegible]

1. [illegible]

2. [illegible]

3. [illegible]

4. [illegible]

5. [illegible]

6. [illegible]

7. [illegible]

8. [illegible]

9. c d c e a d c e fab a eb e ea ade a e fe a f c a acc f a d a f a e ece a . T e c a be b e b e C a ;

10. a e d e a e c bed b e A c e f A c a f e C a .

Article 177

T e ee f a b a d f e a be e d a ea ce e e (6) , c a be c e ed a d e de e b ec a a . A e a e c e ea e a d a ee f eb a d f e .

W e ec a a f e e b a d ca ab e f e f fa e f / e d e , a e ec ed b e a a f f e e a be c e ea d e de e e e b a d ee .

Article 178

T eb a d f e a f a e e f eb a d f e de e e eff c e c a d e a f c e f c dec . T e c e e d a d ced e a ed e f eb a d f e a be af ed b eb a d f e a d a ed b e e e a ee .

Article 179

A ee f e e b a d a be c d c ed e a e ded b e a - d f e e . V a e ee e b a d a be ca ed b a d eac e a a e e . A e a a e d ee f e e b a d e , a a e e a e d e ee / e be a f d e / e ab e ce. T e e e fa a a a ec f e e e fa a .

Re a e ee f eb a d f e a be a ed b e a - d f e e ' e .

Article 180

T e d o ed e a be ec d e e f e ee f eb a d f e . Si e a e d e ee a e e f ee .

Si e a e ed e e a a e a a f e c e ade a e ee be ed e e . M e f ee f eb a d f e a be a a ed a c a e a c e f a ea 10 ea .

Article 181

A ce f e ee f b a d f e a e a be e 10 da e c e f ee .

A ce ab ad f e ee a c de ef c e :

(1) da e, e e, a dd a f e ee ;

(2) ea a d e f d o ;

(3) da e f a ce f ce.

Article 182

T e ea ab e e e o ed b e b ad f e e a e e f fe a c a a e , ce f ed b c acc a , ac c a d , e c., e f ( ) d e a be b e C a .

Article 183

T e ea ab e e e o ed b a e f a ed ee f b ad f e , a d c e e c de e - ca a , fee f e ca f e e e ee e e (f a e ca f e e de ce f c e) a d e acc da a d ea e e d c ee .

Chapter 15 Qualifications and Obligations of the Company's Directors, Supervisors and Other Senior Management

Article 184

A e a e ea a D ec , e , e a a e a e e a a e e e be f e C a f a f e ef c o ace a e :

1. a e e ca ac e c ed ca ac f c ac ;

2. a e a c ed a ffe ce f c , b be , f e e f e , a a f e ab a e c a ec c de a d a bee ed beca e f c ffe ce; a bee de ed f ca , eac ca e e e a f e (5) ea a e e a ed ce e da e f e c e f e e a f c e de a ;

3. a e a f e d ec , fac a a e e e a a e f a c a e e e c a e e ed e e a d e e a ab e f e e c f c c a e e e, e e e a e ee (3) ea a e e a ed ce e da e e c e f e e c a d da f e c a e e e;

4. a e a f e e a e e e a e f a c a e e e c a ad b e ce e ed d e a a f e a a d o ed e a ab , e e e a ee (3) ea a e a ed ce e da e f e e ca f e b e ce e;

5. a e a a e a e a e a f deb d e a d a d ;

6. a e de c a e a eq b a d c a a a f a f ec a a e ead e a eq e c ded;

7. a e b ed e e ec e a e b e CSRC a d ea af ead b ed a e e ed;

8. a e c c ed f ec a e f f ea eq e e a b a e e a c e e a ad c c c e a f d a e a ac ed f a d e d e , e e a f e (5) ea a e a ed ce e da e f ec c ;

9. - a a e ;

10. e c a ce e c bed b e a ad a e e a de a e a e a e f eq e a e a ade c a e( ) e e e e C a ' a e a e ed.

Article 185

T e a d f a ac f a d ec e ff ce be a f f e C a a d a -a- b a f de d a a be affec ed b a e a o e ff ce, e ec a defec a f ca .

Article 186

I add e b a ed b a ad a e e a e f e eq e e c a e( ) c a e f e C a a e ed, e C a ' d ec , e , a a e a d e e a a e e e a d e eac S a e de , e e e c e f e fi c a d e f e C a e ed e :

1. ca e e C a e ceed e c e f b e a ed b e ce ce;

2. ac e e e be e e f e C a ;

3. e a e a e e C a ' e , c d (a) a f e ad a a e e C a ; a d

4. de e e a e de f e d d a e e , c d (a) d b a d a e a e c f e C a b ed S a e de f a a acc da ce A c e f A c a .

Article 187

Eac f e C a ' D ec , e , e a a a e a d e e a a e e e be e a d e e e c e f e a dd c a e f d e , e e c e e ca e, d e ce a d a ea ab de e d e e c e c a ab e c o ce .

Article 188

T e C a ' d ec , e a d e a a e , e e c e f e d e , ab de b e c e f d fa a d a ace e e a e e a e e a d e d e . T c e a c de (b ed) e fi f e f e b a :

1. ac e be e e f e C a ;

2. e e c e e f e fi c a d e a d e ceed c e ;

3. e a e c e ed c e e ed / e , a ef/e e f be a a ed b a e e a d, de e a e e e c e f d c e a e a e ed b e a a d ad a e e a ed c e f e e a ee ;

4. ea S a e de f e a e c a e a a d ea S a e de f d ffe e c a e fa ;

5. c c de a c ac e e a a ac a a e e e C a e ce a e e ded A c e f A c a f e C a e f ed c e f e e a ee ;

6. e C a e f be ef a a e f ed c e f e e a ee ;

7. e acce b be e e a c e, a a e e C a ' fi d e a e e C a ' e b a ea , c d (a) e ad a a e e C a ;

8. acce c c ec e C a ' a ac e f ed c e f e e a ee ;

9. ab de b e A c e f A c a f e C a , e f d e fa fi , a d ec e e e f e C a a d e a d e e C a ad a ce a e a e e ;

10. ee f e f/e e f e e b e a be e C a , e a e f e f e b e a e C a ' a d c e e e C a a a e f ed c e f e e a ee ;

11. a a e C a fi d de e C a fi d a e a acc de e ' a e; a d

12. , a f e f A c e f A c a , e d fi d a e e de eo f e C a ' a e de e a e e f e C a , e c e f e e a ee b a d f d ec ;

13. a e e e f e C a e e c ec ed e a , ;

14. ...d c|ec fde.a| f a. e|a. .ve C,a .va.a ac,ied b ..ve ve ..ve ffce .v.....e f edc e. f.ve e e a| ee. ,ad ...ie.c/ f a. e ce,. .ve .e e. f.ve C,a ; .e e,.c/ f a. a be d c|ed .ve.c/ .ve e e.a.v. e a f.ve f|| c o .a ce :

(1) ,. ded b a;

(2) e,.ied .ve,.b c .e e.;

(3) e,.ied .ve .e e. f.c/ d ec., ,.,e. e ff ce f.ve C,a .

Article 189

Eac/ D ec., ,.,e. , e e a| a a e .ve e a a e e. e be f.ve C,a .a|| ca e.ve f|| ,e. (**Connected Persons**–) d a.e ,.b ed f d :

1. .ve,.e c/|d f.c/ d ec., ,.,e. e a a e e. f.ve C,a ;

2. .ve.ee f a d ec., ,.,e. e a a e e. f.ve C,a f a ,e efe ed I.e (1) .ve e f;

3. .ve,a.e f a d ec., ,.,e. e a a e e. f.ve C,a f a ,e efe ed I.e (1) a d (2) .ve e f;

4. .ve c,a e a.e c/ a d ec., ,.,e. e a a e e. f.ve C,a ,a| e .| a.e efe ed. I.e (1), (2) a d (3) .ve e f a .ve d ec., ,.,e. e a a e e. f.ve C,a ,.a ac.a| c .| ; a d

5. .ve d ec., ,.,e. e ff ce f a c,a be c .|| ed a efe ed. I.e (4) .ve e f.

Article 190

T.e f d c a d. e f.ve D ec., ,.,e. , e e a| a a e a d .ve e a a e e. e be f.ve C,a d .ece a |cea e .ve.e a f.ve .e.e. T.e d. f c f de ce e a. .ade ec e. f.ve C,a .e .ve.e a f.ve .e.e. O.e d. e a c .e f c/ e d a fa e a e.e de,e d .ve. e a,e be.ee .ve.e a f.e.e a d .ve co e ce f.ve e e. c ce ed a d .ve c o .a ce.e de c/ e a. .,. be.ee .ve a d .ve C,a a e.e a.ed.

Article 191

E ce. f c o .a ce ,e c bed A c|e 60 f.ve A c|e f A ca. ,a D ec., ,.,e. , e e a| a a e a d .ve e a a e e. e be f.ve C,a a be e|e ed f ab|. f ,ec f c b eac/e f/ d. b .ve f ed c e. f S.a e/ de. e a a e e a| ee. .

Article 192

W e e a D ec , e , e e a a a e a d e e a e e be f e C a a a , d ec d ec , a e a e e ed a c ac , a ac a a e e ed c ac , a ac a a e e C a , (e a / e e ce c ac C a), e a d c e e a e a d e f e e e B a d a e e a e , , , e e c ac , a ac a a e e a e e f e b ec e a a f e B a d.

A d ec a a e f a c ac , a ac a a e e c e/ e e f/ e e f a f / / e a c a e a a a e a e e , , c d ec a a be c ded e f a ee .

U e e e e ed d ec , e a a e e f e C a a d c ed c e e e b a d f d ec a e ed de e e ced a a a e f a d e a e a bee a ed b e b a d f d ec a a ee e e/ e a c ed e a d ad ef a ed f , e C a a a e e d e c ac , a ac a a e e , e ce e e a a b a f de a ac ed e f e b eac f b a b e d ec , e e a a e e c ce ed.

A d ec , e a a e e f e C a a a be dee ed a e a e e a c ac , a ac a a e e c a C ec ed Pe f a d ec , e e ff ce a a e e .

Article 193

W e e a d ec , e e ff ce f e C a e a e ce e b a d f d ec bef e e c f e c ac , a ac a a e e f c de ed b e C a , a a d e e c e f e ce, e a a e e e c ac , a ac a a e e a a b e e be ade b e C a , c d ec , e e ff ce a be dee ed f e e e f e eced a c e f c a e a e dec a ed e e e , fa a a b ab e e c e a ed e e ce.

Article 194

T e C a a a a a e a a f be a f f d ec , e e ff ce .

Article 195

T e C a a d ec d ec de a a a eq f a d ec , e e a a e e f e C a f e C a a e c a , C ec ed Pe f e ab e- e ed e .

T e f e eced a a a a a f c o a ce :

1. e f a a a eq b e C a f a b d a f e C a ;

2. e f a a a eq e fi d b e C a a d ec , e e a a e e f e C a de a e ce c ac a ed b e e e a ee , a e ab e a e e e o ed f e a e f e C a f e e f a ce f C a d e ; a d

3. [illegible]

Article 196

[illegible]

Article 197

[illegible]

1. [illegible]

2. [illegible]

Article 198

[illegible]

Article 199

[illegible]

1. [illegible]

2. [illegible]

3. [illegible]

4. [illegible]

5. [illegible]

6. ...a e|e a|| ...ceed ... dec de...a d ec... ,...e ... e a a e e...|d e... ...e C ...a ...e|...e... b.a ed a a c...e|e ce f... b eac... f b|a....

Article 200

T...e C ...a ...a||e...e ... a c...ac... ... ...e e d ec... a d ...e ... f...e C ...a c ce ...e|...e... S c... c...ac...a|| be a... ed b...e e e a|ee... bef e ...e...e ed ... T...e ab...e- e... ed e|e...a|| c|de:

1. e|e e... e ec... f... e ce a a d ec... ,...e ... e ff ce f...e C ...a ;

2. e|e e... e ec... f... e ce a a d ec... ,...e ... e ff ce f a b d a f...e C ...a ;

3. e|e e...e e c ec... ...e a a e e...f...e C ...a a b d a ...e e f; a d

4. fi d a c ...e a... f... |... f ff ce e e e... ...e af e e... ed d ec... a d ...e ... .

A d ec... ...e ... a ...e...e C ...a f be ef...d e... /...e ...e ba f...e ab...e- e... ed a...e ...e ce ...de a c...ac... a e... ed ab...e.

I add...,...e C ...a ...a||e...e ... a c...ac... ... ...eac... d ec... ,...e ... a d e ff ce c...a a|ea...e f|| ... :

(1) a...de...a b...e d ec... ,...e ... e ff ce ...e C ...a ...a...e...a|| b e e a d c|| ...e C ...a La... ...e Re|a... ,... A...c|e f A...c a... a d ...e e|a... f ...e H K E c...a e, a d a a ee e...a... e C ...a ...a|| a e...e e ed e ... ded ... A...c|e f A...c a... a d ...a... e...e ...e c... ac... /...e ff ce a ab|e;

(2) a...de...a b...e d ec... ,...e ... e ff ce ...e C ...a ...a...e...a|| ac... a a a e...f eac... a e...|de ... b e e a d c|| ...e ... b|a... ...e...|de ... ...|a...ed ... A...c|e f A...c a... ; a d

(3) ...e a b...a... c|a...e a e... ...A...c|e 243 ...e e f.

Article 201

T...e c...ac... f e|e ...e...e ed ... be...ee ...e C ...a a d ...d ec... ...e ... ...|d ... de ...a ... ...e e e... f a...a e e f...e C ...a ,...e C ...a ' d ec... a d ...e ... ...a||, ...b ec... ...e ... a... a|| f...e e e a|ee... ,...a e...e ... ece e c ...e a... ...e ...a e...f|... f ff ce e... e e ...

F ...e ...e f...e ...eced ...a a a...,...e...e a...a e e f...e C ...a –...a|| efe... a f...e f|| ... c o...a ce :

1. a... e a e a e e a|ffe... a||...e ...a e...|de ;

2. a... e a e a e e a|ffe ...a...e ffe bec e a c...||...a e...|de a def ed...e e f.

If ... e e a ... d ec... ... e ... fa ... c ... A ... c e, a fi d ece ed b ... a be ... e ... a ... a e ... d ... e ... a e a a e ... f ... e acce ... a ce f ... e ab ... e- e ... ed ffe , a d ... e e ... e ... o ed d ... b ... f ... c, fi d a ... a a ba ... a be b ... e e e a ... d ec... ... e ... a d a ... be ... a d ... f ... c, fi d.

Article 202

T... e C ... a a e ... ab ... a ab ... ... a ce ... e a eeded f d ec... , ... e ... a d e a a e e ... de ... ed ce ... e ... c, a a e f ... e d a ... e f a ce f d ... e b ... c, ... e ... e ...

Chapter 16 Financial Accounting System and Distribution of Profits

Article 203

T... e C ... a ... a ... f ... a e ... f a c a a d acc ... ... e ... acc da ce ... ... f ... e a ... ad ... a ... e e ... a ... a d e e a ... a e de ... a ... e ...

Article 204

T... e C ... a ad ... ... e ca e da ea a ... f ca ea , ... c, ... a ... be ... eac, ea ... 1 Ja ... a a d e d ... 31 Dece be f ... e G e ... a ca e da .

T... e C ... a ... a ... e a e f a c a e ... ... a ... e e d f eac, f ca ea , a d ... c, e ... ... a ... be e a ed a d ... e f ed acc d ... a ... .

Article 205

T... e b a d f d ec... ... f ... e C ... a ... a ... ace bef e ... e ... a e ... de a ... eac, e e a ee ... ... c, f a c a e ... ... a e e a ... a ... , ad ... a ... e e ... a ... a d ... a ... e d o e ... ... a ed b ... e ... ca ... e ... e ... a d ... e a ... ... e - -c, a e e ... e ... e C ... a ... ... e a e.

Article 206

T... e f a c a e ... ... f ... e C ... a ... a ... be ade a a ... ab e f ... ec... b ... a e, ... de 20 da ... ... a a ... a e e a ee ... . Eac, ... a e, ... de f ... e C ... a ... a ... a e ... e ... ... b.a a c ... f ... e f a c a e ... ... efe ed ... ... c, a ... e .

A ... ea ... 21 da bef e ... e a ... a e e a ee ... ... e C ... a ... a ... de ... e ... e af e e ... ed e ... ... eac, ... de f ... e ea ... ... ed f e ... ... a e ... ... e, ... a e- a d a ... ... e ea (c ... d ... ... a ... e C ... a ... eb ... e ... e ... eb ... e de ... a ed b ... e e e a ... ... c e c, a e) e ... ed b ... e S... c E c, a e f ... e ... ... f ... e C ... a ' ... a e , ... e add e ... b ec... ... e e ... e ed add e ... ... e ... a e, ... de ... e ... e .

Article 207

T e f a c a a e e f e C a a be e a ed acc da ce PRC acc a da d, a a d e a b a acc da ce e a a acc a da d e acc a da d f e ace( ) de e PRC e e a e f e C a a e ed. If e e a e a d ffe e ce e f a c a a e e e a ed acc da ce e e e e f acc a da d, c d ffe e ce a be a ed e a ed c f a c a a e e . F e f e C a ' d b f af e -a f a e f ca ea, e a e a f af e -a f e ab e- e ed d f f a c a a e e a e .

Article 208

I e e f a c a f a b ed d c ed b e C a a be e a ed acc da ce PRC acc a da d, a a d e a a e a a da d f e acc a da d f e ace( ) de e PRC e e a e f e C a a e ed.

Article 209

T e C a a be f a c a e eac f ca ea, a e a e f a c a e 60 da af e e e d f e f f e f ca ea a d a a a f a c a e 120 da af e e e d f e f ca ea .

Article 210

T e C a a e a a a acc b e a a acc b .

Article 211

T e c ca a e e e a c de e f fi d :

1. e e b a ed f e e f a e ce f e a ;

2. e e e e ed b e S a e C c ' de a e c a e f f a ce be c ded e ca a c e e e.

Article 212

W e e a c a d b e af e -a f f e a e ea, a d a 10 ce f e f a e C a ' a e c e e e. T e C a a d a f e aca a e ba a ce f e c e e e a a ead acc ed f e 50 ce f e C a ' e e ed ca a .

If e aca a e ba a ce f e C a ' a e c e e e e a e f e e f e C a f e e ea, e a e ea ' f a f be ed f a e bef e e a e c e e e d a e ef acc d e e f e eced a a a .

Af e e C a d a e a e c e e e f e af e -a f , a , a e ade b e e e a ee , d a a d c e a c e e e f e af e -a f .

T e ece a e a ed b e C a f e ea a e de f ed f e a e ed e E c a e a be a c a e ee ed a de e T ee O d a ce f H K .

U de e e e a e ea PRC a a d e a e C a a e e c e e f fe c a ed d de d, b a e a be e e c ed af e e e a f ea cab e a e d f e dec a a f d de d d b .

W e e e a e b e C a ce ea e e d d de d a a b , f c a a e bee ef ca ed, be e e c ed c a a e bee ef ca ed c eq e cca . H e e, c e a be e e c ed af e e f cca c c a a a ed de ed.

W e e e a e b e C a , a e ea de e ed b e b a d f d ec e e ea ed f e a e f a a e de ace ab e be e e c ed e :

(1) d de d e ea ed S a e a e bee de e ed a ea 3 e 12 ea a d a e bee c a ed; a d

(2) e C a ace ad e e e e e a e f e C a ca af e e 12 ea a e ea ed, a e e e S a e a d f e S c E c a e f c e .

Article 217

Af e e e a ee a e ed e a a ca e f e b a d f d ec a c e e d b f d de d (b a e) 2 f e ee .

Article 218

T e C a e fi c de a e e f a e de a d a e e e a f a ea ab e f d b c acc d b e a a d a e e e T e C a ' f d b c a e ea e e e a a c a d ab , a d e ca d de d, e ec f c f - a a be a ed a e acc da ce e e a a d e a a e e a ee .

Chapter 17 Appointment of an Accounting Firm

Article 219

T e C a a e a de e de acc f a c e e ea a e e a a d e ea a a d e f a c a e f e C a , a d de e ce c a acc a e e , e a e e a d e a c a .

Article 220

T e f e e f a acc f e ed b e C a a a a f e e d f e a a ee e e d f e e a a ee .

Article 221

A acc f e ed b e C a a a e e f :

1. e f acce a a e e acc b , ec d c e f e C a a d e e d ec a d e e a a e e f e C a de e e a f a a d e a a ;

2. e e e e C a a a ea ea ab e ea e b a f b d a e e f a a d e a a ece a f e acc f e f d e ;

3. e a e d e ea ee , ece e a ce e f a c ce a ee c a e de a ea ece e, a d be ea d a a e ea ee a a e c e a e a e acc f f e C a .

Article 222

If e f acc f bec e aca , e b a d f d ec a a a acc f f c aca c bef e a e ea ee d. H e e , f e e a e e acc f d e f acc f f e C a e c aca c e , c acc f a c e ac .

Article 223

T e f e acc f b e C a be de e ed b e e ea ee . T e b a d f d ec ca e a acc f bef e e dec b e e ea ee .

T e e ea ee a , b ea f a d a e , d a acc f e e a f e fe e , a d a e c ac be ee e acc f a d e C a , b e d ce c acc f ' , f a , c a da a e f e C a e ec f c d a .

Article 224

T e e e a f a acc f e ed b e b a d f d ec e a e e e e e a a be de e ed b e b a d f d ec .

Article 225

T e e e , d a e fi a f e e e a f e e e f a acc f a be dec ded b e e e a ee a d e ed e S a e C c a e c a e f eq e f e ec d .

W e e e C a e ded a a e a ee a e a - o be acc f f a aca c f e f e acc f , d a acc f bef e e a f a e f ff ce, c a e a be dea f e f

(1) Bef e e ea ee ce, e a e d a a be de ed e acc f be a ed ea e ff ce a ead e ed e e a f ca ea. Lea e e a c de d a, e a a d e e f a acc f .

(2) If e acc f ea e ff ce a e a a e e a d e e e a e e be f ed a e de b e C a , e be a e f e ece, f c a e e, e e e C a a a e e f ea e :

1. Ma c e ce e e a e ea acc f a ade c a a e ; a d

2. C e f c a a e e a e a e ce a be e a e de e e ea e f A c e f A c a .

(3) P ded e C a fa ed de e c a e e b e e ea acc da ce e a a a (2) f a c e, e acc f c ce ed a e e a e e be ead a e e ea ee a d a e fi e c a .

(4) T e acc f ea e e ed a e d e f ee :

1. e e ea ee a c e f ff ce a e ;

2. e e ea ee a d a be f ed f e c e d aca c ; a d

3. e e ea ee c e ed f a e e a .

T e acc f ea e e ed ece e a ce e f a e a ed e ab e ee , a d ea a e af e e ed ee a e a ed a e f e acc f f e C a .

Article 226

W e e e C a e a e dec de c e a a acc f , a f e acc f ad a ce. W e e e ea ee e a e a ea e f a acc f f , e acc f e ed e e e . W e ea acc f , e a , a e a e ea ee e a e e e a ea e e C a .

(1) T e acc f a e f , e ace f e a ce a e add e f e C a . S c ce a a e effec e da e ace d a e ea add e f e C a a a e da e a ec f ed e ce. A d e ce a c de e f a e :

1. a e a d e ea a ce e a e de c ed f e C a ;

2. a e c c a ce a a be e e ed.

(2) W… 14 da… …e ece… f… c… …ce … a efe ed …a a… (1) f… a…c e, …eC …a… …a… de… e ac… f… e…ce… …e c… e…e a… …e. P… ded …a… e…ce c…a… …a…e e… a… ab… e… …ed …a a… (1) 2., …eC …a… …a… …a… e a e a d …ace c… e… f… c… …a…e e… a… …e c… a f… …ec… b… …a e… de…. T… eC …a… …a… …a… de… e c… e… f… c… f… e… …a…e e… …… …a… e… a d a… eac… e… ea… …ed f… e… …a e… de… b… …e add e… e… …ed … e… a e… de… e… e… , … de… …e… e… e… b… ec… a… cab… e a…, e… a… a d … … e, … … c… f… a… a… …e c… a …eb… e a… e …ec f… ed b… …e E… c… a… e f… …e… … …ace f… …eC …a… ’ …a… e.

(3) If …e acc… … f… ’… e… a… … …ce c… a… a… …a…e e… efe… ed …a a… (1) 2. f… a…c e, …e acc… … f… a… e… e… …eb… a d f d ec… … c… e… e a… e… a d a… e… e a… ee… f… a… e… de… … …ea… e… e… a a… … …e… … a… f… e… a… .

Chapter 18 Merger, Division, Dissolution and Liquidation

Section 1 Merger and Division

Article 227

T… e… e… d… … f… eC …a… …a… e… e… e… a a… f… a… …a… b… …eb… a d f d ec… . Af…e… c… , … …a… …a… bee… ad… …ed acc… da… ce… …e… …e… ced… e… …ec f… ed …e A… c… e f A… c… a… f… …eC …a… , …e… a… e… a… a… a d… …a… …ced… e… …a… be… ca… ed … acc… d … …a… . S… a… e… de… …a… … … e… c… … … …a… …e… e… e… d… … f… …eC …a… …a… …a… …a… e… …e… … … … e… … e… eC …a… … …a… e… de… …a… a… e… fa… f… c… … … …a… … … c… a… e… …e… …a… e… a… a… fa… … ce. T… e… c… …e… … f… e… … …a… … … …e… e… e… d… … f… …eC …a… …a… …a… be… c… …ed … a… ec… d… o… e… f… … …ec… b… …a… e… de… .

H… de… f… …e… ea… …ed …a… e… f… c… …a… e… …a… a… e… …ed H… K… … …e… …e… … … e… …a… be… e… ed c… e… f… …e… ab… e- e… …ed d… o… e… b… … .

Article 228

T… e… e… e… f… a… c… …a… … a… be effec…ed b… …a… f… e… e… c… … … da… … .

A… f… a… c… …a… …a… e… e… , b… …a… …e… … …e… e… e… …a… c… c… de… a… a… ee… e… …e… …e… eac… …e… a d f… … …a… e… ba… a… ce … ee… a d c… ec… … f… … e… e… T… e… c… …a… e… … …ed … a… … f… …e… c… ed … acc… d… … …e… C… …a… La…, a d …a… …a… e… a… e… a… b… c… a… … ce… e… … a… e…, …a… e… ec… … ed b… …e e… c… a… e… f… …e… …ace…, e… e… …eC …a… ’ …a… e… a… e… …ed, a… d c… ea… ff… deb… … … de… c… e… d … a… a… …ee… a… …e… c… ed … e… … e.

I… …e… ca… e… f… a… e… e… , …e… e… …ec… …e… acc… … … …a… ab… e… a… d… ece… ab… e… …… be… …e… …ed b… …e… c… … … c… …a… , … …e… e… f… ed c… …a… af… e… …e… e… e… .

Article 229

A… f… …e… … … … f… a… c… …a… , … …e… … …e… …e… …e… e… e… f… …a… …… be… d… ded… acc… d… … .

Ba… a… ce … ee… a… d c… ec… … … f… … …e… e… f… …eC …a… … …a… …… be… …ed … .. T… e… c… …a… e… … …ed … …a… … … f… …e… c… ed … acc… d… … …e… C… …a… La…, a… d a… e… a… … b… c… a… … ce… e… … a… e…, a… e… ec… … ed b… …e e… c… a… e… f… …e… …ace…, e… e… …eC …a… ’ …a… e… a… e… …ed.

Deb ed b e C a ed a be a ed b e c a e e ce af e e d acc da ce e a ee e eac ed.

Article 230

W e ea f e e e ed e c a ed d e ce f e e f a c a , e C a a d f ca e a e C a e a a . If d ed, a be de e e ed acc d e a . If a e c a e ab ed, a e ced e f c a e ab e acc d e a .

Section 2 Dissolution and Liquidation

Article 231

T e C a a be d ed de a f e f c o a ce :

(1) A f e a e f d a a ed A c e f A c a a ea ;

(2) T e e e a ee dec de d e ;

(3) I ece a be d ed d e e e f e C a ;

(4) T e C a dec a ed ba acc d e a f be ab e a d e deb ;

(5) I b e ce e ca ce ed de ed c e d be d ed acc d e a ;

(6) T e C a a ea d ff o e e a a a e e a d ca be ed b a e ea , a e e e f e a e de be b ec ea f c e e e . T e a e de d e ce e f e f a e a e de f e C a a ead e Pe e' c d e e C a .

Article 232

W e e e C a d ed acc d e f A c e 225 (1), (2), (5) (6) f A c e f A c a f A c a , a da a be f ed 15 da a f e co e ce f e ca e f d , ca a da . T e da a c e ed ec a e e e a de e ed b e e e a ee . W e e da f ed e e c ed a ead e Pe e' c de a e e a e f a da .

W e e e C a d ed acc d e f A c e 225 (4) f A c e f A c a f A c a , e Pe e' c a , acc da ce e a a , a a e f e a e de , e a a e a d e a fe a e ab a da c ee ca da .

Article 233

If e b a d f d ec dec de a e C a a be da ed (e ce e da a a e f c a ' dec a a f ba c), e ce f e a e de ' e e a ee c e ed f c e a c de a a e e e effec a e b a d f d ec a ade fi e f e C a a d a e b a d f d ec f e a e C a ca a deb fi 12 af e e c e ce e f e da .

The financial advisor shall be furnished with all relevant information regarding the transaction, including any projections prepared by the Company's management.

The financial advisor's opinion shall be addressed to the Board of Directors and may not be relied upon by any third party without the prior written consent of the financial advisor, except that the opinion may be included in the proxy statement or tender offer documents relating to the transaction.

Article 234

The financial advisor shall, within 60 days, after the date of the fairness opinion, submit to the Board of Directors a written report summarizing the financial advisor's analysis and conclusions. The report shall be delivered no later than 45 days after the date of the fairness opinion, unless the Board of Directors extends the deadline in writing.

The report shall include, at a minimum, the following information:

The financial advisor shall not disclose any confidential information obtained during the engagement to any third party without the prior written consent of the Company.

Article 235

The financial advisor's fee for its services shall be as follows:

(1) A retainer fee of $250,000, payable upon execution of the engagement letter;

(2) A success fee equal to 1.5% of the transaction value;

(3) Reimbursement of reasonable out-of-pocket expenses incurred in connection with the engagement;

(4) A monthly fee of $50,000 for each month after the first six months;

(5) A termination fee of $1,000,000;

(6) Indemnification for certain liabilities; and

(7) Any other amounts agreed in writing by the Company.

Article 236

The financial advisor shall, after the execution of the engagement letter, conduct a due diligence investigation of the Company, including a review of its financial statements, tax returns, and material contracts.

The engagement may be terminated by either party upon 30 days' written notice, provided that the financial advisor shall be entitled to receive all fees accrued through the termination date.

D [illegible] f [illegible] da [illegible] C [illegible] a c [illegible] e [illegible] b [illegible] a [illegible] ca [illegible] a b [illegible] e [illegible] ea [illegible] a [illegible] f [illegible] e f ca [illegible] da [illegible]. Bef [illegible] e [illegible] f ea [illegible] a [illegible] ec bed [illegible] e [illegible] eced a [illegible] e, [illegible] C [illegible] a ' [illegible] e [illegible] be d [illegible] h ed [illegible] a e [illegible] de [illegible].

Article 237

I ca e f [illegible] da [illegible] d [illegible], f [illegible] e [illegible] da [illegible] c [illegible] ee [illegible] ce [illegible] a [illegible] e [illegible] e [illegible] f [illegible] e C [illegible] a [illegible] ff c e f c ea [illegible] ff [illegible] e deb af e [illegible] da [illegible] [illegible] e [illegible] e [illegible] f [illegible] e C [illegible] a a d e a ba a ce [illegible] ee a d c ec [illegible] f [illegible] e e, [illegible] a f ea a [illegible] ca [illegible] e Pe [illegible] e' c [illegible] f ba [illegible] c.

O ce [illegible] e Pe [illegible] e' c [illegible] dec a e [illegible] e ba [illegible] c f [illegible] e C [illegible] a, [illegible] e [illegible] da [illegible] c [illegible] ee [illegible] a [illegible] a d e [illegible] e [illegible] da [illegible] a e [illegible] e Pe [illegible] e' c [illegible].

Article 238

F [illegible] [illegible] e c [illegible] e [illegible] f [illegible] da [illegible], [illegible] e [illegible] da [illegible] c [illegible] ee [illegible] a [illegible] f [illegible] a e a [illegible] da [illegible] e [illegible], a e e e a d e [illegible] e d [illegible] e a e e a d f a c a [illegible] acc [illegible] e [illegible] ec [illegible] f [illegible] e [illegible] da [illegible] e d a d, af e e f ca [illegible] e e f b a CPA C a, [illegible] b [illegible] e a e [illegible] e [illegible] a e [illegible] de ' e e a [illegible] ee [illegible] e Pe [illegible] e' c [illegible] f c f a [illegible]. A d [illegible] 30 da f [illegible] e da e f [illegible] e [illegible] a e [illegible] de ' e e a [illegible] ee [illegible] ' [illegible] e Pe [illegible] e' c [illegible] ' c f a [illegible], [illegible] e C [illegible] a [illegible] d b [illegible] e af e e [illegible] ed d o e [illegible] e C [illegible] a e [illegible] a a [illegible] a [illegible] f c [illegible] a de- e [illegible] a [illegible], a da [illegible] ce [illegible] e C [illegible] a ' [illegible] e a [illegible].

Article 239

T [illegible] e be f [illegible] e [illegible] da [illegible] c [illegible] ee [illegible] a [illegible] de [illegible] e [illegible] e e [illegible] e [illegible] e d [illegible] e a d fi [illegible] f [illegible] e b [illegible] a [illegible] f [illegible] da [illegible] acc d [illegible] e [illegible] a [illegible].

N [illegible] e f [illegible] e e be f [illegible] e [illegible] da [illegible] c [illegible] ee a [illegible] a e a b be a [illegible] e e a [illegible] ceed b [illegible] a ad a [illegible] a e f [illegible], [illegible] a [illegible] e a [illegible] a e a f [illegible] e [illegible] e f [illegible] e C [illegible] a [illegible].

W [illegible] e e a f [illegible] e e be f [illegible] e [illegible] da [illegible] c [illegible] ee ca [illegible] e a [illegible] [illegible] e C [illegible] a a c ed [illegible] b [illegible] e [illegible] d e [illegible] e [illegible] e ce, [illegible] e [illegible] a [illegible] a e c e [illegible] d c [illegible] e a [illegible].

Chapter 19 Amendment to Articles of Association

Article 240

T [illegible] e C [illegible] a a a e d [illegible] A [illegible] c e f A [illegible] c a [illegible] acc da ce [illegible] [illegible] e a [illegible], ad [illegible] a [illegible] e e [illegible] a [illegible] a d e [illegible] e a [illegible], [illegible] e c bed [illegible] A [illegible] c e f A [illegible] c a [illegible].

Article 241

I a [illegible] e f [illegible] e f [illegible] [illegible] c o [illegible] a ce, [illegible] e C [illegible] a [illegible] a [illegible] a e d [illegible] A [illegible] c e f A [illegible] c a [illegible]:

(1) Af e a e d e [illegible] f [illegible] e C [illegible] a La [illegible] [illegible] e e a [illegible] a [illegible] ad [illegible] a [illegible] e e [illegible] a [illegible], [illegible] e c [illegible] e [illegible] f [illegible] e A [illegible] c e f A [illegible] c a [illegible] c f c [illegible] [illegible] e [illegible] a [illegible] ad [illegible] a [illegible] e e [illegible] a [illegible];

(2) T e c o a ce f e C a a e c a ed a e a ed ffe e f e c e f e A c e f A c a ;

(3) T e a e de ' e e a ee dec de a e A c e f A c a d be a e ded.

Article 242

A ed e e A c e f A c a a ed b e a e a e de ' e e a ee , c e ee a a ad a b ec e e a e , a be b ed ec e e a e f a a . A a ed e e a e a a be f ed f a e a e a acc d e a .

Article 243

T eb a d f d ec a a ed A c e f A c a acc d e e f e a e de ' e e a ee a d e f e e a c e e a .

N a d ef e a a , ef c o a ce , e a e de ' e e a ee a a a e eb a d f d ec a ed A c e f A c a e ef c e :

(1) W ee a a e f e e a f e a e de ' e e a ee ' e , e e eed a e ece a -b a e d f ca (a ed acc da ce e e f e a e de ' e e a ee c e a ed e e e ed ca a a , a e ca a , ec a a ead add e e A c e f A c a), eb a d f d ec a a e d f A c e f A c a acc d ec f c c o a ce ;

(2) If e a e de ' e e a ee ad e A c e f A c a a d f e ec e f a a , ece a c a e e e e de fa c e , eb a d f d ec e ed a ed A c e f A c a acc da ce e e e f ec e a .

Article 244

A a ed e A c e f A c a c e f a be d c ed a ed b e a , e a e e f e , ace e e eC a ' a e a e ed, a be b c a ced a ed.

Chapter 20 Notice

Article 245

N ce f e C a a be e ed ea a f :

(1) de e b a d;

(2) b ;

(3) b fa e a ;

(4) ...

(5) ...

(6) ...

(7) ...

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Article 246

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Article 247

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Article 248

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Chapter 21 Settlement of Disputes

Article 249

T e C a c f e f e d :

(1) W e e a d e c a a e f A c e f A c a a b a c fe ed ed b e C a La e e a a ad ad a e e a c ce e affa f e C a be ee ( ) e C a a d ec e ff ce ; a d ( ) a de f e ea ed f e a e a d ad ec e e e a a e e e ff ce f e C a , a d a de f d e c a e , e a e c ce ed a e e c d e a d c a a b a .

W e e a d e c a de c bed ab e b ed f a b a , e e ed e c a a be e ed a b a ; a e a e ca e fac ba ed e a e fac e ed e c a a e a c a ece a f e e f c d e c a , f e a e a e de , d ec , e e a a a e e ff ce f e C a e C a , a b a b a .

D e e a e de a d e e a e e e d a e be e ed a b a .

(2) T e a ee a b a a e ec a e ed e c a a b a ed e e b e C a I e a a Ec c a d Tade A b a C acc da ce a b a e b e H K I e a a A b a Ce e acc da ce eo e a b a e O ce e a ee a b a b ad e c a a b a , e e a b a b e a b a b d e ec ed b e a ee e a b a .

If e a ee a b a e ec a b a e ed e c a a e H K I e a a A b a Ce e, e e e a a a a e c a b a c d c ed S e e acc d e eo e a b a e f e H K I e a a A b a Ce e.

(3) T e a f PRC a e e a b a f d e c a de c bed c a e (1) ab e, e e e ded b e a ad a e e a .

(4) T e a a d f e a b a b d f a a d a be b d e a e e e .

Chapter 22 Supplementary Articles

Article 250

Definition

(1) I A c e f A c a , ac c ce – ea e ac f e e e a f fa ee e (e e a e) eac ac e a e- e f e C a ' b a e f e ac e e e e fc e C a c da e c c ;

(2) A ac a c e – ea a e , a e de , b e ea , a ee e , e a a e e , ca ac a c e ac e f e C a ;

(3) A c a ed e a – e e a be ee e c a e de , ac a c e , d ec , e e ff ce , a d e e , e d ec c ed b e , a e a e e a , c a b ca e e a fe f e C a ' e e . H e e , e e , e ed b e S a e be e a ded a a a c a ed e a , beca e e a e ed b e S a e.

Article 251

I A c e f A c a , e e e a – , e a – a d , e – a c de e e f e, a d e e e a f– , de – , be d– , e ceed – , be – , e a – , e a – a d e a – a c de e e f e.

Article 252

T e acc f – a ed A c e f A c a , a a e e a ea a ad – .

Article 253

T A c e f A c a a e C e e. If c f c a e a e a e, e C e e e c a ece f ed a d e e ed a. Be Ad a f I d a d C e ce a e a .

Article 254

T e b a d f d ec f e C a a a be e , b e f e e e , e a f A c e f A c a .