

Bluestar Adisseo Company

蓝星安迪苏股份有限公司

章程

(2026年1月修订)

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第一章 总则

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

第二条 公司系依照《公司法》和其他有关规定成立的股份有限公司（以下简称“公司”）。
公司是经国家经济贸易委员会批准，以发起方式设立；在北京市工商行政管理局注册登记，取得营业执照。统一社会信用代码为 911100007109244940。

第三条 公司于 2000 年 2 月 25 日经中国证券监督管理委员会（以下简称“中国证监会”）批准，首次向社会公众发行人民币普通股 8000 万股，均为公司向境内投资人发行的人民币认购的内资股，并于 2000 年 4 月 20 日在上海证券交易所（以下简称“证券交易所”）上市。

第四条 公司注册名称：

中文全称：蓝星安迪苏股份有限公司

英文全称：Bluestar Adisseo Company

第五条 公司住所为北京市海淀区上地信息产业基地创业路6号3层3079号。邮政编码为 100083。

第六条 公司注册资本为人民币 3,079,779,257 元。

第七条 公司为永久存续的股份有限公司。

第八条 总经理为公司的法定代表人。总经理辞任的，视为同时辞去法定代表人，公司应当在法定代表人辞任之日起三十日内确定新的法定代表人。

第九条 法定代表人以公司名义从事的民事活动，其法律后果由公司承受。

本章程或者股东会对法定代表人职权的限制，不得对抗善意相对人。

法定代表人因为执行职务造成他人损害的，由公司承担民事责任。公司承担民事责任后，依照法律或者本章程的规定，可以向有过错的法定代表人追偿。

第十条 股东以其认购的股份为限对公司承担责任。公司以其全部财产对公司的债务承担责任。

第十一条 本章程自生效之日起，即成为规范公司的组织与行为、公司与股东、股东与股东之间权利义务关系的具有法律约束力的文件，对公司、股东、董事、高级管

理人员具有法律约束力的文件。依据本章程，股东可以起诉股东，股东可以起诉公司董事、高级管理人员，股东可以起诉公司，公司可以起诉股东、董事和高级管理人员。

第十二条 本章程所称高级管理人员是指公司的总经理、副总经理、董事会秘书、财务负责人及董事会认定的其他人员。

第十三条 根据《中国共产党章程》规定，设立中国共产党的组织，开展党的活动，建立党的工作机构，配齐配强党务工作人员，保障党组织的工作经费。

第二章 经营宗旨和范围

第十四条 公司的经营宗旨：依据有关法律、法规，自主开展各项业务，不断提高企业的经营管理水平和核心竞争能力，实现股东权益和公司价值的最大化，创造更好的经济和社会效益。

第十五条 经依法登记，公司的经营范围：项目投资；投资管理；技术开发、技术转让、技术服务；经济信息咨询；企业管理；货物进出口、技术进出口、代理进出口；销售保健食品、营养添加剂；普通货物运输。（销售食品、道路货物运输以及依法须经批准的项目，经相关部门批准后依批准的内容开展经营活动。）

第三章 股份

第一节 股份发行

第十六条 公司的股份采取股票的形式。

第十七条 公司股份的发行，实行公开、公平、公正的原则，同类别的每一股份应当具有同等权利。

同次发行的同类别股票，每股的发行条件和价格应当相同；认购人所认购的股份，每股应当支付相同价额。

第十八条 公司发行的面额股，以人民币标明面值。

第十九条 公司发行的股份，在中国证券登记结算有限责任公司上海分公司集中存管。

第二十条 公司发起人为中国蓝星化学清洗总公司、国营长风机器厂、化学工业部合成材料研究院、化学工业部北京橡胶工业研究设计院、中国蓝星利哈伊工程公司，中国蓝星化学清洗总公司出资方式为实物出资，其余发起人均以现金出资。发起人出资时间为1999年。公司设立时发行的股份总数为160,000,000股、面

额股的每股金额为1元。

第二十一条 公司股份总数为 3,079,779,257 股，均为普通股。

第二十二条 公司或公司的子公司（包括公司的附属企业）不以赠与、垫资、担保、借款等形式，为他人取得本公司或其母公司股份/股权提供任何资助，公司实施员工持股计划的除外。

为公司利益，经股东会决议，或者董事会按照股东会的授权作出决议，公司可以为他人取得本公司或者本公司母公司的股份提供财务资助，但财务资助的累计总额不得超过已发行股本总额的百分之十。董事会作出决议应当经全体董事的三分之二以上通过。

第二节 股份增减和回购

第二十三条 公司根据经营和发展的需要，依照法律、法规的规定，经股东会分别作出决议，可以采用下列方式增加资本：

- （一）向不特定对象发行股份；
- （二）向特定对象发行股份；
- （三）向现有股东派送红股；
- （四）以公积金转增股本；
- （五）法律、行政法规规定以及中国证监会批准的其他方式。

股东会可以授权董事会在三年内决定发行不超过已发行股份 50%的股份。但以非货币财产作价出资的应当经股东会决议。本章程或者股东会授权董事会决定发行新股的，董事会决议应当经全体董事三分之二以上通过。

董事会依照前款规定决定发行股份导致公司注册资本、已发行股份数发生变化的，对本章程该项记载事项的修改不需再由股东会表决。

第二十四条 公司可以减少注册资本。公司减少注册资本，应当按照《公司法》以及其他有关规定和本章程规定的程序办理。

第二十五条 公司在下列情况下，可以依照法律、行政法规、部门规章和本章程的规定，收购本公司的股份：

- （一）减少公司注册资本；
- （二）与持有本公司股份的其他公司合并；
- （三）将股份用于员工持股计划或者股权激励；
- （四）股东因对股东会作出的公司合并、分立决议持异议，要求公司收购其股份的；
- （五）将股份用于转换公司发行的可转换为股票的公司债券；
- （六）公司为维护公司价值及股东权益所必需。

除上述情形外，公司不得进行收购本公司股份的活动。

第二十六条 公司收购本公司股份，可以选择下列方式之一进行：

- (一) 证券交易所集中竞价交易方式；
- (二) 要约方式；
- (三) 中国证监会认可的其他方式。

公司因本章程第二十五条第一款第(三)项、第(五)项、第(六)项规定的情形收购本公司股份的，应当通过公开的集中竞价交易方式或要约方式进行。

第二十七条 公司因本章程第二十五条第一款第(一)项、第(二)项的原因收购本公司股份的，应当经股东会决议。公司因本章程第二十五条第一款第(三)项、第(五)项、第(六)项规定的情形收购本公司股份的，应当经三分之二以上董事出席的董事会会议决议。

公司依照第二十五条第一款规定收购本公司股份后，属于第(一)项情形的，应当自收购之日起10日内注销；属于第(二)项、第(四)项情形的，应当在6个月内转让或者注销。属于第(三)项、第(五)项、第(六)项情形的，公司合计持有的本公司股份数不得超过本公司已发行股份总额的10%，并应当在3年内转让或者注销。

第三节 股份转让

第二十八条 公司的股份应当依法转让，《公司法》和其他法律对其转让期限有限制性规定的，在限定的期限内不得转让。

持有本公司百分之五以上股份的股东、实际控制人、董事、高级管理人员，以及其他持有本公司首次公开发行前发行的股份或者本公司向特定对象发行的股份的股东，转让其持有的本公司股份的，不得违反法律、行政法规和国务院证券监督管理机构关于持有期限、卖出时间、卖出数量、卖出方式、信息披露等规定，并应当遵守上海证券交易所的业务规则。

第二十九条 公司不接受本公司的股份作为质权的标的。

第三十条 公司公开发行股份前已发行的股份，自公司股票在证券交易所上市交易之日起1年内不得转让。

公司董事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况，在就任时确定的任职期间每年转让的股份不得超过其所持有本公司股份总数的25%；所持本公司股份自公司股票上市交易之日起1年内不得转让。上述人员离职后6个月内，不得转让其所持有的本公司股份。

股份在法律、行政法规规定的限制转让期限内出质的，质权人不得在限制转

让期限内行使质权。

第三十一条 公司董事、高级管理人员、持有本公司股份 5%以上的股东，将其持有的本公司股票或其他具有股权性质的证券在买入后 6 个月内卖出，或者在卖出后 6 个月内又买入，由此所得收益归本公司所有，本公司董事会将收回其所得收益。但是，证券公司因购入包销售后剩余股票而持有 5%以上股份的，以及有中国证监会规定的其他情形的除外。

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

公司董事会不按照本条第一款规定执行的，股东有权要求董事会在 30 日内执行。公司董事会未在上述期限内执行的，股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

公司董事会不按照本条第一款的规定执行的，负有责任的董事依法承担连带责任。

第四章 股东和股东会

第一节 股东

第三十二条 公司依据证券登记结算机构提供的凭证建立股东名册，股东名册是证明股东持有公司股份的充分证据。股东按其所持有股份的类别享有权利，承担义务；持有同一类别股份的股东，享有同等权利，承担同种义务。

第三十三条 公司召开股东会、分配股利、清算及从事其他需要确认股东身份的行为时，由董事会或股东会召集人确定股权登记日，股权登记日收市后登记在册的股东为享有相关权益的股东。

第三十四条 公司股东享有下列权利：

- (一) 依照其所持有的股份份额获得股利和其他形式的利益分配；
- (二) 依法请求召开、召集、主持、参加或者委派股东代理人参加股东会，并行使相应的表决权；
- (三) 对公司的经营进行监督，提出建议或者质询；
- (四) 依照法律、行政法规及本章程的规定转让、赠与或质押其所持有的股份；
- (五) 查阅、复制公司章程、股东名册、股东会会议记录、董事会会议决议、财务会计报告，符合规定的股东可以查阅公司的会计账簿、会计凭证；
- (六) 公司终止或者清算时，按其所持有的股份份额参加公司剩余财产的分配；
- (七) 对股东会作出的公司合并、分立决议持异议的股东，要求公司收购其

股份；

(八) 法律、行政法规、部门规章或本章程规定的其他权利。

第三十五条 连续 180 日以上单独或者合计持有公司 3%以上股份的股东要求查阅公司的会计账簿、会计凭证的，应当向公司提出书面请求，说明目的。公司有合理根据认为股东查阅会计账簿、会计凭证有不正当目的，可能损害公司合法利益的，可以拒绝提供查阅，并应当自股东提出书面请求之日起 15 日内书面答复股东并说明理由。公司拒绝提供查阅的，股东可以向人民法院提起诉讼。

股东查阅前款规定的材料，可以委托会计师事务所、律师事务所等中介机构进行。股东及其委托的会计师事务所、律师事务所等中介机构查阅、复制有关材料，应当遵守有关保护国家秘密、商业秘密、个人隐私、个人信息等法律、行政法规的规定。

股东要求查阅、复制公司全资子公司相关材料的，适用前款规定。

第三十六条 股东要求查阅、复制公司有关材料的，应当遵守《公司法》《证券法》等法律、行政法规的规定。

第三十七条 公司股东会、董事会决议内容违反法律、行政法规的，股东有权请求人民法院认定无效。

公司股东会、董事会的会议召集程序、表决方式违反法律、行政法规或者本章程，或者决议内容违反本章程的，股东有权自决议作出之日起 60 日内，请求人民法院撤销。但是，股东会、董事会的会议召集程序或者表决方式仅有轻微瑕疵，对决议未产生实质影响的除外。

董事会、股东等相关方对股东会决议的效力存在争议的，应当及时向人民法院提起诉讼。在人民法院作出撤销决议等判决或者裁定前，相关方应当执行股东会决议。公司、董事和高级管理人员应当切实履行职责，确保公司正常运作。

人民法院对相关事项作出判决或者裁定的，公司应当依照法律、行政法规、中国证监会和证券交易所的规定履行信息披露义务，充分说明影响，并在判决或者裁定生效后积极配合执行。涉及更正前期事项的，将及时处理并履行相应信息披露义务。

第三十八条 有下列情形之一的，公司股东会、董事会的决议不成立：

(一) 未召开股东会、董事会会议作出决议；

(二) 股东会、董事会会议未对决议事项进行表决；

(三) 出席会议的人数或者所持表决权数未达到《公司法》或者本章程规定的人数或者所持表决权数；

(四) 同意决议事项的人数或者所持表决权数未达到《公司法》或者本章程规定的人数或者所持表决权数。

第三十九条 审计、风险及合规委员会（以下简称“**审计委员会**”）成员以外的董事、高级管理人员执行公司职务时违反法律、行政法规或者本章程的规定，给公司造成损失的，连续180日以上单独或合计持有公司1%以上股份的股东有权书面请求审计委员会向人民法院提起诉讼；审计委员会成员执行公司职务时违反法律、行政法规或者本章程的规定，给公司造成损失的，前述股东可以书面请求董事会向人民法院提起诉讼。

审计委员会、董事会收到前款规定的股东书面请求后拒绝提起诉讼，或者自收到请求之日起30日内未提起诉讼，或者情况紧急、不立即提起诉讼将会使公司利益受到难以弥补的损害的，前款规定的股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

他人侵犯公司合法权益，给公司造成损失的，本条第一款规定的股东可以依照前两款的规定向人民法院提起诉讼。

公司全资子公司的董事、监事、高级管理人员执行职务违反法律、行政法规或者本章程的规定给公司造成损失的，或者他人侵犯公司全资子公司合法权益造成损失的，公司连续180日以上单独或者合计持有公司1%以上股份的股东，可以依照前三款规定书面请求全资子公司的监事会、董事会向人民法院提起诉讼或者以自己的名义直接向人民法院提起诉讼。

公司全资子公司不设监事会或监事、设审计委员会的，按照本条第一款、第二款的规定执行。

第四十条 董事、高级管理人员违反法律、行政法规或者本章程的规定，损害股东利益的，股东可以向人民法院提起诉讼。

第四十一条 公司股东承担下列义务：

- （一）遵守法律、行政法规和本章程；
- （二）依其所认购的股份和入股方式缴纳股款；
- （三）除法律、法规规定的情形外，不得抽回股本；
- （四）不得滥用股东权利损害公司或者其他股东的利益；不得滥用公司法人独立地位和股东有限责任损害公司债权人的利益；公司股东滥用股东权利给公司或者其他股东造成损失的，应当承担赔偿责任；公司股东滥用公司法人独立地位和股东有限责任，逃避债务，严重损害公司债权人利益的，应当对公司债务承担连带责任；股东利用其控制的两个以上公司实施前述规定行为的，各公司应当对任一公司的债务承担连带责任。
- （五）法律、行政法规及本章程规定应当承担的其他义务。

第二节 控股股东和实际控制人

第四十二条 公司控股股东、实际控制人应当依照法律、行政法规、中国证监会和证券交易所的规定行使权利、履行义务，维护上市公司利益。

第四十三条 公司控股股东、实际控制人应当遵守下列规定：

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

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

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

第四十四条 控股股东、实际控制人质押其所持有或者实际支配的公司股票的，应当维持公司控制权和生产经营稳定。

第四十五条 控股股东、实际控制人转让其所持有的本公司股份的，应当遵守法律、行政法规、中国证监会和证券交易所的规定中关于股份转让的限制性规定及其就限制股份转让作出的承诺。

第三节 股东会的一般规定

第四十六条 公司股东会由全体股东组成。股东会是公司的权力机构，依法行使下列职权：

- (一) 选举和更换董事，决定有关董事的报酬事项；
- (二) 审议批准董事会报告；
- (三) 审议批准公司的年度财务决算方案；
- (四) 审议批准公司的利润分配方案和弥补亏损方案；
- (五) 对公司增加或者减少注册资本作出决议；
- (六) 对发行公司债券作出决议；
- (七) 对公司合并、分立、解散、清算或者变更公司形式作出决议；
- (八) 修改本章程；
- (九) 对公司聘用、解聘承办公司审计业务的会计师事务所作出决议；

- (十) 审议批准本章程规定的担保事项及规定的提供财务资助事项；
- (十一) 审议公司在一年内购买、出售重大资产超过公司最近一期经审计总资产 30%的事项；
- (十二) 审议批准变更募集资金用途事项；
- (十三) 审议股权激励计划和员工持股计划；
- (十四) 审议法律、行政法规、部门规章或本章程规定应当由股东会决定的其他事项。

股东会可以授权董事会对发行公司债券作出决议。股东会可以授权董事会在三年内决定发行不超过已发行股份百分之五十的股份，但以非货币财产作价出资的应当经股东会决议。

第四十七条 公司下列对外担保行为，应当在董事会审议通过后提交股东会审议：

- (一) 本公司及本公司控股子公司的对外担保总额，超过最近一期经审计净资产的 50%以后提供的任何担保；
- (二) 公司的对外担保总额，超过最近一期经审计总资产的 30%以后提供的任何担保；
- (三) 公司在一年内向他人提供担保的金额超过公司最近一期经审计总资产 30%的担保；
- (四) 为资产负债率超过 70%的担保对象提供的担保；
- (五) 单笔担保额超过最近一期经审计净资产 10%的担保；
- (六) 对股东、实际控制人及其关联方提供的担保；
- (七) 上海证券交易所规定的其他担保情形。

股东会审议前款第（三）项担保事项时，应经出席会议的股东所持表决权的三分之二以上通过。

第四十八条 财务资助事项属于下列情形之一的，应当在董事会审议通过后提交股东会审议：

- (一) 单笔财务资助金额超过公司最近一期经审计净资产的 10%；
- (二) 被资助对象最近一期财务报表数据显示资产负债率超过 70%；
- (三) 最近十二个月内财务资助金额累计计算超过公司最近一期经审计净资产的 10%；
- (四) 上海证券交易所或者《公司章程》规定的其他情形。

公司提供资助对象为公司合并报表范围内且持股比例超过 50%的控股子公司，且该控股子公司其他股东中不包含公司的控股股东、实际控制人及其关联人的，可以免于适用前两款规定。

第四十九条 股东会分为年度股东会和临时股东会。年度股东会每年召开 1 次，应当于上一会计年度结束后的 6 个月内举行。

第五十条 有下列情形之一的，公司在事实发生之日起 2 个月以内召开临时股东会：

- (一) 董事人数不足《公司法》规定人数或者本章程所定人数的 2/3 时；
- (二) 公司未弥补的亏损达股本总额 1/3 时；
- (三) 单独或者合计持有公司 10% 以上股份的股东请求时；
- (四) 董事会认为必要时；
- (五) 审计委员会提议召开时；
- (六) 法律、行政法规、部门规章或本章程规定的其他情形。

第五十一条 本公司召开股东大会的地点为：北京市朝阳区北土城西路 9 号蓝星大厦或公司股东会通知中明确的地点。

股东会将设置会场，以现场会议形式召开。公司将提供网络方式为股东参加股东会提供便利。股东以网络投票方式进行投票表决的，按照中国证券监督管理委员会、上海证券交易所和中国证券登记结算有限责任公司等机构的相关规定以及本章程执行。

第五十二条 本公司召开股东大会时将聘请律师对以下问题出具法律意见并公告：

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

第四节 股东大会的召集

第五十三条 董事会应当在规定的期限内按时召集股东会。

经全体独立董事过半数同意，独立董事有权向董事会提议召开临时股东会。对独立董事要求召开临时股东会的提议，董事会应当根据法律、行政法规和本章程的规定，在收到提议后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。

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

第五十四条 审计委员会有权向董事会提议召开临时股东会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规和本章程的规定，在收到提议后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。

董事会同意召开临时股东会的，将在作出董事会决议后的 5 日内发出召开股东大会的通知，通知中对原提议的变更，应征得审计委员会的同意。

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

第五十五条 单独或者合计持有公司 10% 以上股份的股东有权向董事会请求召开临时股东会，

并应当以书面形式向董事会提出。董事会应当根据法律、行政法规和本章程的规定，在收到请求后 10 日内提出同意或不同意召开临时股东会的书面反馈意见。

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

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

审计委员会同意召开临时股东会的，应在收到请求 5 日内发出召开股东大会的通知，通知中对原提案的变更，应当征得相关股东的同意。

审计委员会未在规定期限内发出股东会通知的，视为审计委员会不召集和主持股东会，连续 90 日以上单独或者合计持有公司 10%以上股份的股东可以自行召集和主持。

第五十六条 审计委员会或股东决定自行召集股东大会的，须书面通知董事会，同时向证券交易所备案。

在股东会决议公告前，召集股东持股比例不得低于 10%。

审计委员会或召集股东应在发出股东会通知及股东会决议公告时，向证券交易所提交有关证明材料。

第五十七条 对于审计委员会或股东自行召集的股东会，董事会和董事会秘书将予配合。董事会应当提供股权登记日的股东名册。

第五十八条 审计委员会或股东自行召集的股东会，会议所必需的费用由本公司承担。

第五节 股东大会的提案与通知

第五十九条 提案的内容应当属于股东会职权范围，有明确议题和具体决议事项，并且符合法律、行政法规和本章程的有关规定。

第六十条 公司召开股东会，董事会、审计委员会以及单独或者合并持有公司 1%以上股份的股东，有权向公司提出提案。

单独或者合计持有公司 1%以上股份的股东，可以在股东会召开 10 日前提出临时提案并书面提交召集人。临时提案应当有明确议题和具体决议事项。召集人应当在收到提案后 2 日内发出股东会补充通知，公告临时提案的内容，并将该临时提案提交股东会审议；但临时提案违反法律、行政法规或者本章程的规定，或者不属于股东会职权范围的除外。

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

股东会通知中未列明或不符合本章程规定的提案，股东会不得进行表决并作

出决议。

第六十一条 召集人将在年度股东会召开 20 日前以公告方式通知各股东，临时股东会将于会议召开 15 日前以公告方式通知各股东。
前款通知起始期限，不包括会议召开当日。

第六十二条 股东会的通知包括以下内容：

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

公司召开股东会并向股东提供网络投票方式的，召集人应在股东会的通知中明确网络投票表决时间、表决程序、投票操作流程等事项。采用上海证券交易所网络投票系统向股东提供网络投票方式的股东会，应在上海证券交易所的交易日内召开，网络投票在该交易日的交易时间内进行。

召开股东会的通知和补充通知中应当充分、完整披露所有提案的全部具体内容。

股东会股权登记日应确定在会议召开日前的 7 个工作日内，股权登记日一经确定并公告，不得进行变更。

第六十三条 股东会拟讨论董事选举事项的，股东会通知中将充分披露董候选人的详细资料，至少包括以下内容：

- (一) 教育背景、工作经历、兼职等个人情况；
- (二) 与本公司或本公司的控股股东及实际控制人是否存在关联关系；
- (三) 持有本公司股份数量；
- (四) 是否受过中国证监会及其他有关部门的处罚和证券交易所惩戒。

除采取累积投票制选举董事外，每位董事候选人应当以单项提案提出。

第六十四条 发出股东会通知后，无正当理由，股东会不应延期或取消，股东会通知中列明的提案不应取消。一旦出现延期或取消的情形，召集人应当在原定召开日前至少 2 个工作日公告并说明原因。

第六节 股东会的召开

第六十五条 本公司董事会和其他召集人将采取必要措施，保证股东会的正常秩序。对于干扰股东会、寻衅滋事和侵犯股东合法权益的行为，将采取措施加以制止并及

时报告有关部门查处。

第六十六条 股权登记日登记在册的所有股东或其代理人，均有权出席股东会。并依照有关法律、法规及本章程行使表决权。

股东可以亲自出席股东会，也可以委托代理人代为出席和表决。

第六十七条 个人股东亲自出席会议的，应出示本人身份证或其他能够表明其身份的有效证件或证明；代理他人出席会议的，应出示本人有效身份证件、股东授权委托书。

法人股东应由法定代表人或者法定代表人委托的代理人出席会议。法定代表人出席会议的，应出示本人身份证、能证明其具有法定代表人资格的有效证明；代理人出席会议的，代理人应出示本人身份证、法人股东单位的法定代表人依法出具的书面授权委托书。

第六十八条 股东出具的委托他人出席股东会的授权委托书应当载明下列内容：

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

第六十九条 代理投票授权委托书由委托人授权他人签署的，授权签署的授权书或者其他授权文件应当经过公证。经公证的授权书或者其他授权文件，和投票代理委托书均需备置于公司住所或者召集会议的通知中指定的其他地方。

第七十条 出席会议人员的会议登记册由公司负责制作。会议登记册载明参加会议人员姓名（或单位名称）、身份证号码、持有或者代表有表决权的股份数额、被代理人姓名（或单位名称）等事项。

第七十一条 召集人和公司聘请的律师将依据证券登记结算机构提供的股东名册共同对股东资格的合法性进行验证，并登记股东姓名（或名称）及其所持有表决权的股份数。在会议主持人宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数之前，会议登记应当终止。

第七十二条 股东会要求董事、高级管理人员列席会议的，董事、高级管理人员应当列席并接受股东的质询。

第七十三条 股东会由董事长主持。董事长不能履行职务或不履行职务时，由副董事长主持，副董事长不能履行职务或者不履行职务时，由过半数的董事共同推举的一名

董事主持。

审计委员会自行召集的股东会，由审计委员会召集人主持。审计委员会召集人不能履行职务或不履行职务时，由过半数的审计委员会成员共同推举的一名审计委员会成员主持。

股东自行召集的股东会，由召集人或者其推举代表主持。

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

第七十四条 公司制定股东会议事规则，详细规定股东会的召集、召开和表决程序，包括通知、登记、提案的审议、投票、计票、表决结果的宣布、会议决议的形成、会议记录及其签署、公告等内容，以及股东会对董事会的授权原则，授权内容应明确具体。股东会议事规则应列入公司章程或作为章程的附件，由董事会拟定，股东会批准。

第七十五条 在年度股东会上，董事会应当就其过去一年的工作向股东会作出报告。每名独立董事也应作出述职报告。

第七十六条 董事、高级管理人员在股东会上就股东的质询和建议作出解释和说明。

第七十七条 会议主持人应当在表决前宣布现场出席会议的股东和代理人人数及所持有表决权的股份总数，现场出席会议的股东和代理人人数及所持有表决权的股份总数以会议登记为准。

第七十八条 股东会应有会议记录，由董事会秘书负责。

会议记录记载以下内容：

- (一) 会议时间、地点、议程和召集人姓名或名称；
- (二) 会议主持人以及列席会议的董事、高级管理人员姓名；
- (三) 出席会议的股东和代理人人数、所持有表决权的股份总数及占公司股份总数的比例；
- (四) 对每一提案的审议经过、发言要点和表决结果；
- (五) 股东的质询意见或建议以及相应的答复或说明；
- (六) 律师及计票人、监票人姓名；
- (七) 本章程规定应当载入会议记录的其他内容。

第七十九条 召集人应当保证会议记录内容真实、准确和完整。出席或列席会议的董事、董事会秘书、召集人或其代表、会议主持人应当在会议记录上签名。会议记录应当与现场出席股东的签名册及代理出席的委托书、网络及其他方式表决情况的有效资料一并保存，保存期限不少于10年。

第八十条 召集人应当保证股东会连续举行，直至形成最终决议。因不可抗力等特殊原因导致股东会中止或不能作出决议的，应采取必要措施尽快恢复召开股东会或直接终止本次股东会，并及时公告。同时，召集人应向公司所在地中国证监会派出机构及上海证券交易所报告。

第七节 股东会的表决和决议

第八十一条 股东会决议分为普通决议和特别决议。

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

股东会作出特别决议，应当由出席股东会的股东（包括股东代理人）所持表决权的 2/3 以上通过。

第八十二条 下列事项由股东会以普通决议通过：

- （一）董事会的工作报告；
- （二）董事会拟定的利润分配方案和弥补亏损方案；
- （三）董事会成员的任免及其报酬和支付方法；
- （四）公司年度决算方案；
- （五）除法律、行政法规规定或者本章程规定应当以特别决议通过以外的其他事项。

第八十三条 下列事项由股东会以特别决议通过：

- （一）公司增加或者减少注册资本；
- （二）公司的分立、分拆、合并、解散和清算；
- （三）本章程的修改；
- （四）公司在一年内购买、出售重大资产或者向他人提供担保的金额超过公司最近一期经审计总资产 30%的；
- （五）股权激励计划；
- （六）调整或变更利润分配政策；
- （七）法律、行政法规或本章程规定的，以及股东会以普通决议认定会对公司产生重大影响的、需要以特别决议通过的其他事项。

第八十四条 股东以其所代表的有表决权的股份数额行使表决权，每一股份享有一票表决权。

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

公司持有的本公司股份没有表决权，且该部分股份不计入出席股东会有表决权的股份总数。

股东买入公司有表决权的股份违反《证券法》第六十三条第一款、第二款规定的，该超过规定比例部分的股份在买入后的三十六个月内不得行使表决权，

且不计入出席股东会有表决权的股份总数。

公司董事会、独立董事和持有百分之十以上有表决权股份的股东或者依照法律、行政法规或者中国证监会的规定设立的投资者保护机构可以公开征集股东投票权。征集股东投票权应当向被征集人充分披露具体投票意向等信息。禁止以有偿或者变相有偿的方式征集股东投票权。除法定条件外，公司不得对征集投票权提出最低持股比例限制。

第八十五条 股东会审议有关关联交易事项时，关联股东不应当参与投票表决，其所代表的有表决权的股份数不计入有效表决总数；股东会决议的公告应当充分披露非关联股东的表决情况。

股东会审议有关关联交易事项，关联股东的回避和表决程序如下：

（一）董事会或其他召集人应在召开股东会的通知中，以明显文字载明拟审议事项中的关联交易事项、涉及的关联股东、关联股东在股东会上不参与该项关联交易的投票表决；

（二）股东会会议登记时，交付关联股东的会议表决票中应删除关联交易事项表决栏或在该表决栏中注明不表决；

股东会在审议关联交易事项时，大会主持人应向会议明确说明该项交易的性质为关联交易，涉及的关联股东及该关联股东不参与该项关联交易的投票表决等事由；

（三）在会议表决后进行计票时，计票人应在表决结果中不将关联股东所代表的有表决权的股份数计入关联交易事项的有效表决总数中；

（四）在会议宣布表决结果时，会议主持人宣布关联交易表决结果时，说明关联股东所代表的有表决权的股份数未计入关联交易事项的有效表决总数；

（五）会议记录应明确记载会议对关联交易事项的审议经过和表决情况；会议决议和决议公告应注明关联股东未参加关联交易表决情况。

第八十六条 公司应在保证股东会合法、有效的前提下，通过各种方式和途径，优先提供网络形式的投票平台等现代信息技术手段，为股东参加股东会提供便利。

第八十七条 除公司处于危机等特殊情况下，非经股东会以特别决议批准，公司将不与董事、高级管理人员以外的人订立将公司全部或者重要业务的管理交予该人负责的合同。

第八十八条 董事候选人名单以提案的方式提请股东会表决。

股东会就选举董事进行表决时，根据本章程的规定或者股东会的决议，可以实行累积投票制。股东会选举两名以上独立董事时，应当实行累积投票制。前款所称累积投票制是指股东会选举董事时，每一股份拥有与应选董事人数相同的表决权，股东拥有的表决权可以集中使用。董事会应当向股东公告候选董事的简历和基本情况。

公司董事会、单独或者合并持有公司已发行股份 1%以上的股东可以提出董事候选人；公司董事会、单独或者合并持有公司已发行股份 1%以上的股东可以提出独立董事候选人。董事会按照法律、法规及本章程规定的程序对提案审核后提交股东会审议。

第八十九条 除累积投票制外，股东会将对所有提案进行逐项表决，对同一事项有不同提案的，将按提案提出的时间顺序进行表决。除因不可抗力等特殊原因导致股东会中止或不能作出决议外，股东会将不会对提案进行搁置或不予表决。

第九十条 股东会审议提案时，不会对提案进行修改，若变更，则应当被视为一个新的提案，不能在本次股东会上进行表决。

第九十一条 同一表决权只能选择现场、网络或其他表决方式中的一种。同一表决权出现重复表决的以第一次投票结果为准。

第九十二条 股东会采取记名方式投票表决。

第九十三条 股东会对提案进行表决前，应当推举两名股东代表参加计票和监票。审议事项与股东有关联关系的，相关股东及代理人不得参加计票、监票。

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

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

第九十四条 股东会现场结束时间不得早于网络或其他方式，会议主持人应当宣布每一提案的表决情况和结果，并根据表决结果宣布提案是否通过。

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

第九十五条 出席股东会的股东，应当对提交表决的提案发表以下意见之一：同意、反对或弃权。证券登记结算机构作为沪港通股票的名义持有人，按照实际持有人意思表示进行申报的除外。

未填、错填、字迹无法辨认的表决票、未投的表决票均视为投票人放弃表决权利，其所持股份数的表决结果应计为“弃权”。

第九十六条 会议主持人如果对提交表决的决议结果有任何怀疑，可以对所投票数组织点票；如果会议主持人未进行点票，出席会议的股东或者股东代理人对会议主持人宣布结果有异议的，有权在宣布表决结果后立即要求点票，会议主持人应当立即组织点票。

第九十七条 股东会决议应当及时公告，公告中应列明出席会议的股东和代理人人数、所持有表决权的股份总数及占公司有效表决权股份总数的比例、表决方式、每项提案的表决结果和通过的各项决议的详细内容。

第九十八条 提案未获通过，或者本次股东会变更前次股东会决议的，应当在股东会决议公告中作特别提示。

第九十九条 股东会通过有关董事选举提案的，新任董事就任时间为股东会通过决议之日。

第一百条 股东会通过有关派现、送股或资本公积转增股本提案的，公司将在股东会结束后2个月内实施具体方案。

第五章 董事会

第一节 董事

第一百〇一条 公司董事为自然人，有下列情形之一的，不能担任公司的董事：

- (一) 无民事行为能力或者限制民事行为能力；
- (二) 因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序，被判处刑罚，或者因犯罪被剥夺政治权利，执行期满未逾5年，被宣告缓刑的，自缓刑考验期满之日起未逾2年；
- (三) 担任破产清算的公司、企业的董事或者厂长、总经理，对该公司、企业的破产负有个人责任的，自该公司、企业破产清算完结之日起未逾3年；
- (四) 担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人，并负有个人责任的，自该公司、企业被吊销营业执照、责令关闭之日起未逾3年；
- (五) 个人所负数额较大的债务到期未清偿被人民法院列为失信被执行人；
- (六) 被中国证监会采取证券市场禁入措施，期限未届满的；
- (七) 被证券交易所公开认定为不适合担任上市公司董事、高级管理人员等，期限未届满的；
- (八) 法律、行政法规或部门规章规定的其他内容。

违反本条规定选举、委派董事的，该选举、委派或者聘任无效。董事在任职期间出现本条情形的，公司将解除其职务，停止其履职。

第一百〇二条 董事由股东会选举或更换，任期三年。董事任期届满，可连选连任。董事在任期届满以前，股东会不能无故解除其职务。

董事任期从就任之日起计算，至本届董事会任期届满时为止。董事任期届满未及及时改选，在改选出的董事就任前，原董事仍应当依照法律、行政法规、部门规章和本章程的规定，履行董事职务。

董事可以由高级管理人员兼任，但兼任高级管理人员职务的董事以及由职工

代表担任的董事，总计不得超过公司董事总数的 1/2。

公司设一名职工代表董事，职工代表董事由公司职工通过职工代表大会或者其他形式民主选举产生，无需提交股东会审议。

第一百〇三条 董事应当遵守法律、行政法规和本章程的规定，对公司负有忠实义务，应当采取措施避免自身利益与公司利益冲突，不得利用职权牟取不正当利益。

董事对公司负有下列忠实义务：

- (一) 不得侵占公司的财产、挪用公司资金；
- (二) 不得将公司资金以其个人名义或者其他个人名义开立账户存储；
- (三) 不得利用职权收受贿赂或者收受其他非法收入，；
- (四) 未向董事会或者股东会报告，并按照本章程的规定经董事会或者股东会决议通过，不得直接或者间接与本公司订立合同或者进行交易；
- (五) 不得利用职务便利，为自己或者他人谋取属于公司的商业机会，但向董事会或者股东会报告并经股东会决议通过，或者公司根据法律、行政法规或者本章程的规定，不能利用该商业机会的除外；
- (六) 未向董事会或者股东会报告，并经股东会决议通过，不得自营或者为他人经营与本公司同类的业务
- (七) 不得接受他人与公司交易的佣金归为己有；
- (八) 不得擅自披露公司秘密；
- (九) 不得利用其关联关系损害公司利益；
- (十) 法律、行政法规、部门规章及本章程规定的其他忠实义务。

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

董事、高级管理人员的近亲属，董事、高级管理人员或者其近亲属直接或者间接控制的企业，以及与董事、高级管理人员有其他关联关系的关联人，与公司订立合同或者进行交易，适用本条第二款第(四)项规定。

第一百〇四条 董事应当遵守法律、行政法规和本章程的规定，执行职务应当为公司的最大利益尽到管理者通常应有的合理注意。

董事对公司负有下列勤勉义务：

- (一) 应谨慎、认真、勤勉地行使公司赋予的权利，以保证公司的商业行为符合国家法律、行政法规以及国家各项经济政策的要求，商业活动不超过营业执照规定的业务范围；
- (二) 应公平对待所有股东；
- (三) 及时了解公司业务经营管理状况；
- (四) 应当对公司定期报告签署书面确认意见。保证公司所披露的信息真实、准确、完整；
- (五) 应当如实向审计委员会提供有关情况和资料，不得妨碍审计委员会行使职权；

(六) 法律、行政法规、部门规章及本章程规定的其他勤勉义务。

第一百〇五条 董事连续两次未能亲自出席，也不委托其他董事出席董事会会议，视为不能履行职责，董事会应当建议股东会予以撤换。

第一百〇六条 董事可以在任期届满以前提出辞任。董事辞任应向公司提交书面辞职报告，公司收到辞职报告之日辞任生效，董事会将在2日内披露有关情况。
如因董事的辞任导致公司董事会成员低于法定最低人数，或者独立董事辞职导致董事会或其专门委员会中独立董事所占比例不符合法律法规或本章程的规定，或者独立董事中欠缺会计专业人士，在改选出的董事就任前，原董事仍应当依照法律、行政法规、部门规章和本章程规定，履行董事职务。

第一百〇七条 公司应建立董事离职管理制度，明确对未履行完毕的公开承诺以及其他未尽事宜追责追偿的保障措施。董事辞任生效或者任期届满，应向董事会办妥所有移交手续，其对公司和股东承担的忠实义务，在任期结束后并不当然解除，在任期结束后的二年内仍然有效。董事在任职期间因执行职务而应承担的责任，不因离任而免除或者终止。

第一百〇八条 股东会可以决议解任董事，决议作出之日解任生效。
无正当理由，在任期届满前解任董事的，董事可以要求公司予以赔偿。

第一百〇九条 未经本章程规定或者董事会的合法授权，任何董事不得以个人名义代表公司或者董事会行事。董事以其个人名义行事时，在第三方会合理地认为该董事在代表公司或者董事会行事的情况下，该董事应当事先声明其立场和身份。

第一百一十条 董事执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

董事执行职务，给他人造成损害的，公司应当承担赔偿责任；董事存在故意或者重大过失的，也应当承担赔偿责任。

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

第二节 董事会

第一百一十一条 公司设董事会，董事会由11名董事组成，设董事长1人，副董事长1人，职工代表董事1人。公司董事长和副董事长由董事会以全体董事的过半数选举产生。

第一百一十二条 董事会行使下列职权：

- (一) 召集股东会，并向股东会报告工作；
 - (二) 执行股东会的决议；
 - (三) 决定公司的经营计划和投资方案；
 - (四) 制订公司的年度财务决算方案；
 - (五) 制订公司的利润分配方案和弥补亏损方案；
 - (六) 制订公司增加或者减少注册资本、发行债券或其他证券及上市方案；
 - (七) 拟订公司重大收购、收购本公司股票或者合并、分立、解散及变更公司形式的方案；
 - (八) 在股东会授权范围内，决定公司对外投资、收购出售资产、资产抵押、对外担保事项、委托理财、关联交易、对外捐赠等事项；
 - (九) 决定公司内部管理机构的设置；
 - (十) 决定聘任或者解聘公司总经理、董事会秘书及其他高级管理人员，并决定其报酬事项和奖惩事项；根据总经理的提名，决定聘任或者解聘公司副总经理、财务负责人等高级管理人员，并决定其报酬事项和奖惩事项；
 - (十一) 制定公司的基本管理制度；
 - (十二) 制订本章程的修改方案；
 - (十三) 管理公司信息披露事项；
 - (十四) 向股东会提请聘请或更换为公司审计的会计师事务所；
 - (十五) 听取公司总经理的工作汇报并检查总经理的工作；
 - (十六) 法律、行政法规、部门规章或本章程授予的其他职权。
- 超过股东会授权范围的事项，应当提交股东会审议。

第一百一十三条 董事会决定公司重大问题，应事先听取公司党组织的意见。

第一百一十四条 公司董事会应当就注册会计师对公司财务报告出具的非标准审计意见向股东会作出说明。

第一百一十五条 董事会制定董事会议事规则，以确保董事会落实股东会决议，提高工作效率，保证科学决策。董事会议事规则作为章程的附件，由董事会拟定，股东会批准。

第一百一十六条 董事会应当确定对外投资、收购出售资产、资产抵押、对外担保事项、委托理财、关联交易、对外捐赠等权限，建立严格的审查和决策程序；重大投资项目应当组织有关专家、专业人员进行评审，并报股东会批准。除本章程或本条其他款项另有规定的外，应由董事会审议的交易事项如下：

- (一) 交易涉及的资产总额占公司最近一期经审计总资产的 10%以上；但交易涉及的资产总额占公司最近一期经审计总资产的 50%以上的或公司在一年内购买、出售重大资产超过公司最近一期经审计总资产 30%的，还应提交股东会审议；该交易涉及的资产总额同时存在账面值和评估值的，以较高者作

为计算依据；

(二) 交易标的（如股权）涉及的资产净额占公司最近一期经审计净资产的10%以上，且绝对金额超过1,000万元人民币；但交易标的（如股权）涉及的资产净额占公司最近一期经审计净资产的50%以上，且绝对金额超过5,000万元人民币的，还应提交股东会审议；

(三) 交易标的（如股权）在最近一个会计年度相关的营业收入占公司最近一个会计年度经审计营业收入的10%以上，且绝对金额超过1,000万元；但交易标的（如股权）在最近一个会计年度相关的营业收入占公司最近一个会计年度经审计营业收入的50%以上，且绝对金额超过人民币5,000万元的，还应提交股东会审议；

(四) 交易标的（如股权）在最近一个会计年度相关的净利润占公司最近一个会计年度经审计净利润的10%以上，且绝对金额超过100万元；但交易标的（如股权）在最近一个会计年度相关的净利润占公司最近一个会计年度经审计净利润的50%以上，且绝对金额超过人民币500万元的，还应提交股东会审议；

(五) 交易的成交金额（含承担债务和费用）占公司最近一期经审计净资产的10%以上，且绝对金额超过1,000万元；但交易的成交金额（含承担债务和费用）占公司最近一期经审计净资产的50%以上，且绝对金额超过人民币5,000万元的，还应提交股东会审议；

(六) 交易产生的利润占公司最近一个会计年度经审计净利润的10%以上，且绝对金额超过100万元；但交易产生的利润占公司最近一个会计年度经审计净利润的50%以上，且绝对金额超过人民币500万元的，还应提交股东会审议；

上述指标计算中涉及的数据如为负值，取其绝对值计算。本条中的交易事项包括但不限于：购买或出售资产；对外投资（含委托理财，委托贷款）；提供财务资助（对外借款）；提供担保；租入或租出资产；委托或者受托管理资产和业务；赠与或者受赠资产；债权、债务重组；签订许可使用协议；转让或者受让研究与开发项目。

上述购买或者出售资产，不包括购买原材料、燃料和动力，以及出售产品、商品等与日常经营相关的资产购买或者出售行为，但资产置换中涉及到的此类资产购买或者出售行为，仍包括在内。

第一百一十七条 董事长行使下列职权：

(一) 主持股东会和召集主持董事会会议；

(二) 督促、检查董事会决议的执行；

(三) 签署公司有关证券；

(四) 签署董事会重要文件；

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

(六) 董事会授予的其他职权。

第一百一十八条 公司副董事长协助董事长工作，董事长不能履行职务或者不履行职务的，由副董事长履行职务；副董事长不能履行职务或者不履行职务的，由过半数的董事共同推举一名董事履行职务。

第一百一十九条 董事会每年至少召开两次会议，由董事长召集，于会议召开 10 日以前通过书面、电话或邮件通知全体董事。

第一百二十条 代表 1/10 以上表决权的股东、1/3 以上董事或者审计委员会，可以提议召开董事会临时会议。董事长应当自接到提议后 10 日内，召集和主持董事会会议。

第一百二十一条 董事会召开临时董事会会议的通知方式为书面通知、电话通知或邮件通知；通知时限为临时董事会会议召开前 3 日。

第一百二十二条 情况紧急，需要尽快召开董事会临时会议的，可以随时通过电话或者其他口头方式发出会议通知，但召集人应当在会议上作出说明。

第一百二十三条 董事会会议通知包括以下内容：

- (一) 会议日期和地点；
- (二) 会议期限；
- (三) 事由及议题；
- (四) 发出通知的日期。

第一百二十四条 董事会会议应有过半数的董事出席方可举行。董事会作出决议，必须经全体董事的过半数通过，本章程另有规定的除外。

董事会决议的表决，实行一人一票。

第一百二十五条 董事与董事会会议决议事项所涉及的企业或者个人有关联关系的，该董事应当及时向董事会书面报告。有关联关系的董事不得对该项决议行使表决权，也不得代理其他董事行使表决权。该董事会会议由过半数的无关联关系董事出席即可举行，董事会会议所作决议须经无关联关系董事过半数通过。出席董事会的无关联董事人数不足 3 人的，应将该事项提交股东会审议。

第一百二十六条 董事会召开会议和表决采用记名投票式表决、举手表决，或在必要时通过视频、电话、传真、电子邮件或其他方式进行。未能亲自出席董事会的董事，应以书面委托方式由其代理人出席会议，并在审查决议事项后发表明确意见。

第一百二十七条 董事会会议，应由董事本人出席；董事因故不能出席，可以书面委托其他董事代为出席，委托书中应载明代理人的姓名，代理事项、授权范围和有效期限，并由委托人签名或盖章。代为出席会议的董事应当在授权范围内行使

董事的权利。董事未出席董事会会议，亦未委托代表出席的，视为放弃在该次会议上的投票权。

第一百二十八条 董事会应当对会议所议事项的决定做成会议记录，出席会议的董事应当在会议记录上签名。

董事会会议记录作为公司档案保存，保存期限不少于 10 年。

第一百二十九条 董事会会议记录包括以下内容：

- (一) 会议召开的日期、地点和召集人姓名；
- (二) 出席董事的姓名以及受他人委托出席董事会的董事（代理人）姓名；
- (三) 会议议程；
- (四) 董事发言要点；
- (五) 每一决议事项的表决方式和结果（表决结果应载明赞成、反对或弃权的票数）。

第三节 独立董事

第一百三十条 独立董事应按照法律、行政法规、中国证监会、证券交易所和本章程的规定，认真履行职责，在董事会中发挥参与决策、监督制衡、专业咨询作用，维护公司整体利益，保护中小股东合法权益。

第一百三十一条 独立董事必须保持独立性。下列人员不得担任独立董事：

- (一) 在公司或者其附属企业任职的人员及其配偶、父母、子女、主要社会关系；
- (二) 直接或者间接持有公司已发行股份百分之一以上或者是公司前十名股东中的自然人股东及其配偶、父母、子女；
- (三) 在直接或者间接持有公司已发行股份百分之五以上的股东或者在公司前五名股东任职的人员及其配偶、父母、子女；
- (四) 在公司控股股东、实际控制人的附属企业任职的人员及其配偶、父母、子女；
- (五) 与公司及其控股股东、实际控制人或者其各自的附属企业有重大业务往来的人员，或者在有重大业务往来的单位及其控股股东、实际控制人任职的人员；
- (六) 为公司及其控股股东、实际控制人或者其各自附属企业提供财务、法律、咨询、保荐等服务的人员，包括但不限于提供服务的中介机构的项目组全体人员、各级复核人员、在报告上签字的人员、合伙人、董事、高级管理人员及主要负责人；
- (七) 最近十二个月内曾经具有第一项至第六项所列举情形的人员；
- (八) 法律、行政法规、中国证监会规定、证券交易所业务规则和本章程规定的不具备独立性的其他人员。

前款第四项至第六项中的公司控股股东、实际控制人的附属企业，不包括与

公司受同一国有资产管理机构控制且按照相关规定未与公司构成关联关系的企业。

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

第一百三十二条 担任公司独立董事应当符合下列条件：

- (一) 根据法律、行政法规和其他有关规定，具备担任上市公司董事的资格；
- (二) 符合本章程规定的独立性要求；
- (三) 具备上市公司运作的基本知识，熟悉相关法律法规和规则；
- (四) 具有五年以上履行独立董事职责所必需的法律、会计或者经济等工作经验；
- (五) 具有良好的个人品德，不存在重大失信等不良记录；
- (六) 法律、行政法规、中国证监会规定、证券交易所业务规则和本章程规定的其他条件。

第一百三十三条 独立董事作为董事会的成员，对公司及全体股东负有忠实义务、勤勉义务，审慎履行下列职责：

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

第一百三十四条 独立董事行使下列特别职权：

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

独立董事行使前款第一项至第三项所列职权的，应当经全体独立董事过半数同意。

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

第一百三十五条 下列事项应当经公司全体独立董事过半数同意后，提交董事会审议：

- (一) 应当披露的关联交易；
- (二) 公司及相关方变更或者豁免承诺的方案；

- (三) 被收购上市公司董事会针对收购所作出的决策及采取的措施；
- (四) 法律、行政法规、中国证监会规定和本章程规定的其他事项。

第一百三十六条 公司建立全部由独立董事参加的专门会议机制。董事会审议关联交易等事项的，由独立董事专门会议事先认可。

公司定期或者不定期召开独立董事专门会议。本章程第一百三十四条第一款第（一）项至第（三）项、第一百三十五条所列事项，应当经独立董事专门会议审议。

独立董事专门会议可以根据需要研究讨论公司其他事项。

独立董事专门会议由过半数独立董事共同推举一名独立董事召集和主持；召集人不履职或者不能履职时，两名及以上独立董事可以自行召集并推举一名代表主持。

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

公司为独立董事专门会议的召开提供便利和支持。

第四节 董事会专门委员会

第一百三十七条 公司董事会设置审计委员会，行使《公司法》规定的监事会的职权。

第一百三十八条 审计委员会成员为三名以上，为不在公司担任高级管理人员的董事，其中独立董事超过半数，由独立董事中会计专业人士担任召集人。

第一百三十九条 审计委员会负责审核公司财务信息及其披露、监督及评估内外部审计工作和内部控制，下列事项应当经审计委员会全体成员过半数同意后，提交董事会审议：

- （一）披露财务会计报告及定期报告中的财务信息、内部控制评价报告；
- （二）聘用或者解聘承办公司审计业务的会计师事务所；
- （三）聘任或者解聘公司财务负责人；
- （四）因会计准则变更以外的原因作出会计政策、会计估计变更或者重大会计差错更正；
- （五）法律、行政法规、中国证监会规定和本章程规定的其他事项。

第一百四十条 审计委员会每季度至少召开一次会议。两名及以上成员提议，或者召集人认为有必要时，可以召开临时会议。审计委员会会议须有三分之二以上成员出席方可举行。

审计委员会作出决议，应当经审计委员会成员的过半数通过。

审计委员会决议的表决，应当一人一票。

审计委员会决议应当按规定制作会议记录，出席会议的审计委员会成员应当在会议记录上签名。

审计委员会工作规程由董事会负责制定。

第一百四十一条 公司董事会设置战略与可持续发展、提名、薪酬与考核等其他专门委员会，依照本章程和董事会授权履行职责，专门委员会的提案应当提交董事会审议决定。专门委员会工作规程由董事会负责制定。

第一百四十二条 战略与可持续发展委员会的主要职责是对公司长期发展战略和重大投资决策及ESG相关的战略、政策和工作机制进行研究并提出建议。

第一百四十三条 提名委员会负责拟定董事、高级管理人员的选择标准和程序，对董事、高级管理人员人选及其任职资格进行遴选、审核，并就下列事项向董事会提出建议：

- (一) 提名或者任免董事；
- (二) 聘任或者解聘高级管理人员；
- (三) 法律、行政法规、中国证监会规定和本章程规定的其他事项。

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

第一百四十四条 薪酬与考核委员会负责制定董事、高级管理人员的考核标准并进行考核，制定、审查董事、高级管理人员的薪酬决定机制、决策流程、支付与止付追索安排等薪酬政策与方案，并就下列事项向董事会提出建议：

- (一) 董事、高级管理人员的薪酬；
- (二) 制定或者变更股权激励计划、员工持股计划，激励对象获授权益、行使权益条件的成就；
- (三) 董事、高级管理人员在拟分拆所属子公司安排持股计划；
- (四) 法律、行政法规、中国证监会规定和本章程规定的其他事项。

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

第六章 党的组织

第一百四十五条 根据《中国共产党章程》规定，经上级党组织批准，设立党的组织。

第一百四十六条 公司党组织由党员大会选举产生，每届任期一般为3年。任期届满应当按期进行换届选举。

第一百四十七条 公司党组织领导班子成员一般为3至7人，最多不超过9人，设党组织书记1人，必要时可以设1名副书记。

第一百四十八条 公司党组织主要职责包括：

- (一) 加强公司党的政治建设，提高政治站位，强化政治引领增强政治能力，防范政治风险，教育引导全体党员坚决维护习近平总书记党中央的核心、全党的核心地位，坚决维护党中央权威和集中统一领导；
- (二) 学习贯彻习近平新时代中国特色社会主义思想，贯彻执行党的方针政策，保证党中央的重大决策部署和上级党组织的决议在本公司贯彻落实，推动公司担负职责使命，聚焦主责主业，服务国家重大战略，全面履行经济责任、政治责任、社会责任；
- (三) 履行公司全面从严治党主体责任，支持纪检监察机构履行监督责任，推动全面从严治党向基层延伸；
- (四) 加强公司党的作风建设，严格落实中央八项规定精神，坚决反对“四风”特别是形式主义、官僚主义；
- (五) 加强基层党组织建设和党员队伍建设，团结带领职工群众积极投身公司改革发展；
- (六) 领导公司意识形态工作、思想政治工作、精神文明建设统一战线工作，领导公司工会、共青团等群团组织。

第七章 高级管理人员

第一百四十九条 公司设总经理 1 名，由董事会聘任或解聘。

公司根据实际需要设副总经理，由董事会聘任或解聘。

第一百五十条 本章程关于不得担任董事的情形、离职管理制度的规定，同时适用于高级管理人员。本章程关于董事的忠实义务和勤勉义务的规定，同时适用于高级管理人员。

第一百五十一条 在公司控股股东、实际控制人单位担任除董事、监事以外其他行政职务的人员，不得担任公司的高级管理人员。

公司高级管理人员仅在公司领薪，不由控股股东代发薪水。

第一百五十二条 总经理每届任期 3 年，总经理连聘可以连任。

第一百五十三条 总经理对董事会负责，行使下列职权：

- (一) 主持公司的生产经营管理工作，组织实施董事会决议，并向董事会报告工作；
- (二) 作为公司法人代表，签署需要由公司法定代表人签署的文件；
- (三) 作为公司法人代表，行使公司法定代表人的职责与权力；
- (四) 组织实施公司年度经营计划和投资方案；

- (五) 拟订公司内部管理机构设置方案；
 - (六) 拟订公司的基本管理制度；
 - (七) 制定公司的具体规章；
 - (八) 提请董事会聘任或者解聘公司副总经理、财务负责人；
 - (九) 决定聘任或者解聘除应由董事会决定聘任或者解聘以外的负责管理人员；
 - (十) 拟订公司职工的工资、福利、奖惩，决定公司职工的聘用和解聘；
 - (十一) 本章程或董事会授予的其他职权。
- 除非总经理同时兼任公司董事，总经理仅列席董事会会议。

第一百五十四条 总经理应制订总经理工作细则，报董事会批准后实施。

第一百五十五条 总经理工作细则包括下列内容：

- (一) 总经理会议召开的条件、程序和参加的人员；
- (二) 总经理及其他高级管理人员各自具体的职责及其分工；
- (三) 公司资金、资产运用，签订重大合同的权限，以及向董事会的报告制度；
- (四) 董事会认为必要的其他事项。

第一百五十六条 总经理可以在任期届满以前提出辞职。有关总经理辞职的具体程序和办法由总经理与公司之间的劳动合同规定。

第一百五十七条 副总经理对总经理负责并报告工作。

第一百五十八条 公司设董事会秘书，负责公司股东会和董事会会议的筹备、文件保管以及公司股东资料管理，办理信息披露事务等事宜。

董事会秘书应遵守法律、行政法规、部门规章及本章程的有关规定。

第一百五十九条 高级管理人员执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

高级管理人员执行职务，给他人造成损害的，公司应当承担赔偿责任；高级管理人员存在故意或者重大过失的，也应当承担赔偿责任。

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

第一百六十条 公司高级管理人员应当忠实履行职务，维护公司和全体股东的最大利益。公司高级管理人员因未能忠实履行职务或违背诚信义务，给公司和社会公众股东的利益造成损害的，应当依法承担赔偿责任。

第八章 财务会计制度、利润分配和审计

第一节 财务会计制度

第一百六十一条 公司依照法律、行政法规和国家有关部门的规定，制定公司的财务会计制度。

第一百六十二条 公司在每一会计年度结束之日起4个月内向中国证监会派出机构和证券交易所报送并披露年度报告，在每一会计年度前6个月结束之日起2个月内向中国证监会派出机构和证券交易所报送并披露半年度报告，在每一会计年度前3个月和前9个月结束之日起的1个月内向中国证监会派出机构和证券交易所报送披露季度报告。上述报告按照有关法律、行政法规及部门规章的规定进行编制。

第一百六十三条 公司除法定的会计账簿外，不另立会计账簿。公司的资金，不得以任何个人名义开立账户存储。

第一百六十四条 公司分配当年税后利润时，应当提取利润的10%列入公司法定公积金。公司法定公积金累计额为公司注册资本的50%以上的，可以不再提取。
公司的法定公积金不足以弥补以前年度亏损的，在依照前款规定提取法定公积金之前，应当先用当年利润弥补亏损。
公司从税后利润中提取法定公积金后，经股东会决议，还可以从税后利润中提取任意公积金。
公司弥补亏损和提取公积金后所余税后利润，按照股东持有的股份比例分配，但本章程规定不按持股比例分配的除外。
股东会违反《公司法》向股东分配利润的，股东应当将违反规定分配的利润退还公司；给公司造成损失的，股东及负有责任的董事、高级管理人员应当承担赔偿责任。
公司持有的本公司股份不参与分配利润。

第一百六十五条 公司的公积金用于弥补公司的亏损、扩大公司生产经营或者转为增加公司注册资本。

公积金弥补公司亏损，先使用任意公积金和法定公积金；仍不能弥补的，可以按照规定使用资本公积金。

法定公积金转为增加注册资本时，所留存的该项公积金将不少于转增前公司注册资本的25%。

第一百六十六条 公司利润分配政策的基本原则：

(一) 公司充分考虑对投资者的回报，每年按当年实现的合并报表可供分配

利润规定比例向股东分配股利。如存在以前年度未弥补亏损的，以弥补亏损后的金额为利润分配比例计算基数；

(二) 公司的利润分配政策保持连续性和稳定性，同时兼顾公司的长远利益、全体股东的整体利益及公司的可持续发展；

(三) 公司优先采用现金分红的利润分配方式。

公司利润分配具体政策如下：

(一) 利润分配的形式：公司采用现金、股票或者现金与股票相结合的方式分配股利。在有条件的情况下，公司可以进行中期利润分配。

(二) 公司现金分红的具体条件和比例：

除特殊情况外，公司在当年盈利且累计未分配利润为正的情况下，采取现金方式分配股利，每年以现金方式分配的利润不少于合并报表可供分配利润的百分之三十。同时，公司在当年盈利且累计未分配利润为正且公司净负债不超过公司息税折旧摊销前利润2倍的情况下，除特殊情况外，每年以现金方式分配的利润不少于合并报表可供分配利润的百分之四十。

特殊情况是指：公司在预计下一年度将发生重大投资（重大投资是指投资额超过五亿元）、公司的资产负债率超过百分之八十，以及经公司董事会和公司股东会以特别决议批准不予分配的其他情况。

(三) 公司发放股票股利的具体条件：

公司在经营情况良好，并且董事会认为公司股票价格与公司股本规模不匹配、发放股票股利有利于公司全体股东整体利益时，可以在满足上述现金分红的条件下，提出股票股利分配预案。

公司利润分配方案的审议程序：

(一) 公司的利润分配方案由公司管理层拟定后提交公司董事会审议。董事会就利润分配方案的合理性进行充分讨论，形成专项决议后提交股东会审议。

(二) 公司因本条前述规定的特殊情况而不进行现金分红时，董事会就不进行现金分红的具体原因、公司留存收益的确切用途及预计投资收益等事项进行专项说明，并提交股东会审议，并在公司指定媒体上予以披露。公司还应将上述内容在年度报告中详细说明。

公司利润分配方案的实施：

公司股东会对于利润分配方案作出决议后，或公司董事会根据年度股东会审议通过的下一年中期分红条件和上限制定具体方案后，须在2个月内完成股利（或股份）的派发事项。

第一百六十七条 公司利润分配政策的变更：

如遇到战争、自然灾害等不可抗力、或者公司外部经营环境变化并对公司生产经营造成重大影响，或公司自身经营状况发生较大变化时，公司可对利润分配政策进行调整。

公司调整利润分配政策应由董事会做出专题论述，详细论证调整理由，形成书面论证报告并经独立董事审议后提交股东会特别决议通过。审议利润分配

政策变更事项时，公司为股东提供网络投票方式。

第二节 内部控制、风险管理及内部审计

第一百六十八条 公司实行内部审计制度，明确内部审计工作的领导体制、职责权限、人员配备、经费保障、审计结果运用和责任追究等。

公司内部审计制度经董事会批准后实施，并对外披露。

第一百六十九条 公司内部审计机构对公司业务活动、风险管理、内部控制、财务信息等事项进行监督检查。

第一百七十条 内部审计机构向董事会审计、风险及合规委员会负责。

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

第一百七十一条 公司内部控制评价的具体组织实施工作由内部审计机构负责。公司根据内部审计机构出具、审计委员会审议后的评价报告及相关资料，出具年度内部控制评价报告。

第一百七十二条 审计委员会与会计师事务所、国家审计机构等外部审计单位进行沟通时，内部审计机构应积极配合，提供必要的支持和协作。

第三节 会计师事务所的聘任

第一百七十三条 公司聘用符合《证券法》规定的会计师事务所进行会计报表审计、净资产验证及其他相关的咨询服务等业务，聘期1年，可以续聘。

第一百七十四条 公司聘用、解聘会计师事务所，由股东会决定，董事会不得在股东会决定前委任会计师事务所。

第一百七十五条 公司保证向聘用的会计师事务所提供真实、完整的会计凭证、会计账簿、财务会计报告及其他会计资料，不得拒绝、隐匿、谎报。

第一百七十六条 会计师事务所的审计费用由股东会决定。

第一百七十七条 公司解聘或者不再续聘会计师事务所时，提前30天事先通知会计师事务所，公司股东会就解聘会计师事务所进行表决时，允许会计师事务所陈述意见。会计师事务所提出辞聘的，应当向股东会说明公司有无不当情形。

第九章 通知和公告

第一节 通知

第一百七十八条 公司的通知以下列形式发出：

- (一) 以专人送出；
- (二) 以邮件方式送出；
- (三) 以电话方式通知；
- (四) 以公告方式进行；
- (五) 通过公司网站发布；
- (六) 本章程规定的其他形式。

第一百七十九条 公司发出的通知，以公告方式进行的，一经公告，视为所有相关人员收到通知。

第一百八十条 公司召开股东大会的会议通知，以公告方式进行。

第一百八十一条 公司召开董事会的会议通知，以书面、电话或邮件方式送出。

第一百八十二条 公司通知以专人送出的，由被送达人在送达回执上签名（或盖章），被送达人签收日期为送达日期；公司通知以邮件送出的，自交付邮局之日起第五个工作日为送达日期；公司通知以公告方式送出的，第一次公告刊登日为送达日期；公司通知以电子邮件方式送出的，自该电子邮件到达被送达人信息系统的时间为送达日期；公司通知以电话方式送出的，自被送达人接听电话的时间为送达日期。

第一百八十三条 因意外遗漏未向某有权得到通知的人送出会议通知或者该等人没有收到会议通知，会议及会议作出的决议并不因此无效。

第二节 公告

第一百八十四条 公司指定符合《证券法》规定的媒体和网站为刊登公司公告和其他需要披露信息的媒体。

第十章 合并、分立、增资、减资、解散和清算

第一节 合并、分立、增资和减资

第一百八十五条 公司合并可以采取吸收合并或者新设合并。

一个公司吸收其他公司为吸收合并，被吸收的公司解散。两个以上公司合并

设立一个新的公司为新设合并，合并各方解散。

第一百八十六条 公司合并，应当由合并各方签订合并协议，并编制资产负债表及财产清单。

公司应当自作出合并决议之日起 10 日内通知债权人，并于 30 日内在符合《证券法》规定的媒体和网站，或者国家企业信用信息公示系统上公告。

债权人自接到通知之日起 30 日内，未接到通知的自公告之日起 45 日内，可以要求公司清偿债务或者提供相应的担保。

公司合并支付的价款不超过公司净资产百分之十的，可以不经股东会决议。

公司依照前款规定合并不经股东会决议的，应当经董事会决议。

第一百八十七条 公司合并时，合并各方的债权、债务，应当由合并后存续的公司或者新设的公司承继。

第一百八十八条 公司分立，其财产作相应的分割。

公司分立，应当编制资产负债表及财产清单。公司自作出分立决议之日起 10 日内通知债权人，并于 30 日内在符合《证券法》规定的媒体和网站，或者国家企业信用信息公示系统上公告。

第一百八十九条 公司分立前的债务由分立后的公司承担连带责任。但是，公司在分立前与债权人就债务清偿达成的书面协议另有约定的除外。

第一百九十条 公司减少注册资本时，将编制资产负债表及财产清单。

公司应当自股东会作出减少注册资本决议之日起 10 日内通知债权人，并于 30 日内在符合《证券法》规定的媒体和网站，或者国家企业信用信息公示系统上公告。债权人自接到通知书之日起 30 日内，未接到通知书的自公告之日起 45 日内，有权要求公司清偿债务或者提供相应的担保。

公司减少注册资本，应当按照股东出资或者持有股份的比例相应减少出资额或者股份，法律或本章程另有规定的除外。

第一百九十一条 公司依照第一百六十五条第二款的规定弥补亏损后，仍有亏损的，可以减少注册资本弥补亏损。减少注册资本弥补亏损的，公司不得向股东分配，也不得免除股东缴纳出资或者股款的义务。

依照前款规定减少注册资本的，不适用第一百九十条第二款的规定，但应当自股东会作出减少注册资本决议之日起三十日内在符合《证券法》规定的媒体和网站，或者国家企业信用信息公示系统公告。

公司依照前两款的规定减少注册资本后，在法定公积金和任意公积金累计额达到公司注册资本百分之五十前，不得分配利润。

第一百九十二条 公司合并或者分立，登记事项发生变更的，应当依法向公司登记机关办理变更登记；公司解散的，应当依法办理公司注销登记；设立新公司的，应当

依法办理公司设立登记。

公司增加或者减少注册资本，应当依法向公司登记机关办理变更登记。

第一百九十三条 违反《公司法》及其他相关规定减少注册资本的，股东应当退还其收到的资金，减免股东出资的应当恢复原状；给公司造成损失的，股东及负有责任的董事、高级管理人员应当承担赔偿责任。

第一百九十四条 公司为增加注册资本发行新股时，股东不享有优先认购权，本章程另有规定或者股东会决议决定股东享有优先认购权的除外。

第二节 解散和清算

第一百九十五条 公司因下列原因解散：

（一）本章程规定的营业期限届满或者本章程规定的其他解散事由出现；

（二）股东会决议解散；

（三）因公司合并或者分立需要解散；

（四）依法被吊销营业执照、责令关闭或者被撤销；

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

公司出现前款规定的解散事由，应当在 10 日内将解散事由通过国家企业信用信息公示系统予以公示。

第一百九十六条 公司有本章程第一百九十五条第（一）项、第（二）项情形的，且尚未向股东分配财产的，可以通过修改本章程或者经股东会决议而存续。

依照前款规定修改本章程或者经股东会决议，须经出席股东会会议的股东所持表决权的 2/3 以上通过。

第一百九十七条 公司因本章程第一百九十五条第（一）项、第（二）项、第（四）项、第（五）项规定而解散的，应当清算。

董事为公司清算义务人，应当在解散事由出现之日起 15 日内组成清算组进行清算。

清算组由董事组成，但是本章程另有规定或者股东会决议另选他人的除外。

清算义务人未及时履行清算义务，给公司或者债权人造成损失的，应当承担赔偿责任。

第一百九十八条 公司依照本章程第一百九十七条第一款的规定应当清算，逾期不成立清算组进行清算或者成立清算组后不清算的，利害关系人可以申请人民法院指定有关人员组成清算组进行清算。

公司因本章程第一百九十五条第一款第（四）项的规定而解散的，作出吊销营业执照、责令关闭或者撤销决定的部门或者公司登记机关，可以申请人民法院指定有关人员组成清算组进行清算。

第一百九十九条 清算组在清算期间行使下列职权：

- （一）清理公司财产，分别编制资产负债表和财产清单；
- （二）通知、公告债权人；
- （三）处理与清算有关的公司未了结的业务；
- （四）清缴所欠税款以及清算过程中产生的税款；
- （五）清理债权、债务；
- （六）分配公司清偿债务后的剩余财产；
- （七）代表公司参与民事诉讼活动。

第二百条 清算组应当自成立之日起 10 日内通知债权人，并于 60 日内在符合《证券法》规定的媒体和网站或者国家企业信用信息公示系统上公告。债权人应当自接到通知之日起 30 日内，未接到通知的自公告之日起 45 日内，向清算组申报其债权。债权人申报债权，应当说明债权的有关事项，并提供证明材料。清算组应当对债权进行登记。

在申报债权期间，清算组不得对债权人进行清偿。

第二百〇一条 清算组在清理公司财产、编制资产负债表和财产清单后，应当制订清算方案，并报股东会或者人民法院确认。

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

清算期间，公司存续，但不得开展与清算无关的经营活动。

公司财产在未按前款规定清偿前，将不会分配给股东。

第二百〇二条 清算组在清理公司财产、编制资产负债表和财产清单后，发现公司财产不足清偿债务的，应当依法向人民法院申请破产清算。

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

第二百〇三条 公司清算结束后，清算组应当制作清算报告，报股东会或者人民法院确认，并报送公司登记机关，申请注销公司登记。

第二百〇四条 清算组成员履行清算职责，负有忠实义务和勤勉义务。

清算组成员怠于履行清算职责，给公司造成损失的，应当承担赔偿责任；因故意或者重大过失给债权人造成损失的，应当承担赔偿责任。

第二百〇五条 公司被依法宣告破产的，依照有关企业破产的法律实施破产清算。

第十一章 修改章程

第二百〇六条 有下列情形之一的，公司将修改章程：

- （一）《公司法》或有关法律、行政法规修改后，章程规定的事项与修改后的法律、行政法规的规定相抵触的；
- （二）公司的情况发生变化，与章程记载的事项不一致的；
- （三）股东会决定修改章程的。

第二百〇七条 股东会决议通过的章程修改事项应经主管机关审批的，须报主管机关批准；涉及公司登记事项的，依法办理变更登记。

第二百〇八条 董事会依照股东会修改章程的决议和有关主管机关的审批意见修改本章程。

第二百〇九条 章程修改事项属于法律、法规要求披露的信息，按规定予以公告。

第十二章 附则

第二百一十条 释义

- （一）控股股东，是指其持有的股份占公司股本总额超过 50%的股东；持有股份的比例虽然未超过 50%，但依其持有的股份所享有的表决权已足以对股东会的决议产生重大影响的股东。
- （二）实际控制人，是指通过投资关系、协议或者其他安排，能够实际支配公司行为的自然人、法人或者其他组织。
- （三）关联关系，是指公司控股股东、实际控制人、董事、高级管理人员与其直接或者间接控制的企业之间的关系，以及可能导致公司利益转移的其他关系。但是，国家控股的企业之间不仅因为同受国家控股而具有关联关系。

第二百一十一条 董事会可依照章程的规定，制定章程细则。章程细则不得与章程的规定相抵触。

第二百一十二条 本章程以中文书写，其他任何语种或不同版本的章程与本章程有歧义时，以在北京市市场监督管理局最近一次核准登记后的中文版章程为准。

第二百一十三条 本章程所称“以上”、“以内”都含本数；“超过”、“不足”、“过”、“低于”、“以外”不含本数。

第二百一十四条 本章程由公司董事会负责解释。

第二百一十五条 本章程附件包括股东会议事规则（附件 1）、董事会议事规则（附件 2）。

议事规则的条款如与本章程存在不一致之处，应以本章程为准。

第二百一十六条 本章程未尽事宜，按国家有关法律、法规的规定执行，本章程与不时颁布的法律、行政法规及规范性文件的规定相冲突的，以法律、行政法规及规范性文件的规定为准。

第二百一十七条 本章程自股东会决议通过之日起施行。

蓝星安迪苏股份有限公司
Bluestar Adisseo Company

2026年1月30日

Important Note: The following is an English translation of the Chinese version of the Articles of Association of Bluestar Adisseo Company.

In case of any discrepancies or inconsistencies between the Chinese and English versions, the Chinese version shall always prevail.

Bluestar Adisseo Company

Articles of Association (January 2026 Revision)

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Chapter 1 General Provisions

- Article 1 To protect the legitimate rights and interests of Bluestar Adisseo Company, its shareholders, employees, and creditors as well as to standardize the organization and activities of the Company, the Company has formulated this Articles of Association in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”) and other related provisions.
- Article 2 The Company shall be a company limited by shares (“the Company”) established pursuant to the Company Law and other related regulations.
The Company was established by sponsorship as approved by the State Economic and Trade Commission, and registered with Beijing Municipal Administration of Industry and Commerce and obtained a business license, with Unified Social Credit Identifier 911100007109244940.
- Article 3 As approved by the China Securities Regulatory Commission (the “**CSRC**”), the Company publically issued its initial RMB80 million ordinary shares on February 25, 2000, which were RMB-denominated shares issued by the Company to domestic investors. The Company was listed at Shanghai Stock Exchange (the “**Stock Exchange**”) on April 20, 2000.
- Article 4 Registered name of the Company:
Chinese (in full): 蓝星安迪苏股份有限公司
English (in full): **Bluestar Adisseo Company**
- Article 5 The Company’s address is Room 3079, 3F, Shangdi Information Industry Base Zoom, 6 Chuang Ye Road, Haidian District, Beijing. Zip code: 100083.
- Article 6 The Company’s registered capital is RMB 3,079,779,257.
- Article 7 The Company is a Joint Stock Limited company with perpetual existence.
- Article 8 The general manager of the Company is the Company’s legal representative. Where the general manager who serves as the legal representative resigns, he/she shall be deemed to have resigned from the position of the legal representative at the same time. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days after the date of resignation.
- Article 9 The legal consequences of civil activities performed by the legal representative of the Company in the name of the Company shall be assumed by the Company.
Any restriction on the power of the legal representative imposed by these Articles of Association or the shareholders' meeting shall not be set up against a bona fide opposite party.

Where the legal representative causes any harm to any other person for execution of his or her functions, the Company shall assume civil liability for such harm. The Company may, after assuming civil liability, recover loss from the legal representative at fault in accordance with laws or these Articles of Association.

Article 10 The liability of the shareholders towards the Company is limited to their subscribed shares, and the liability of the Company towards the company's debts is limited to all the Company's property.

Article 11 From the date when the Articles of Association take effect, they constitute a legally binding document regulating the Company's organization and activities and the rights and obligations between the Company and each shareholder and among the shareholders, and is binding on the Company and its shareholders, directors, and senior executives. In accordance with the Articles of Association, a shareholder may sue other shareholders, the Company's directors and senior executives and even the Company. The Company may sue its shareholders, directors and senior executives.

Article 12 The senior executives mentioned herein indicate the Company's general manager, deputy general manager, secretary to the Board of Directors, the chief financial officer and other officer(s) recognized by the Board of Directors.

Article 13 In accordance with the Constitution of the Communist Party of China, organizations of the Communist Party of China ("Party Org.") shall be established to carry out the Party's activities, establish the Party's working mechanisms, appoint sufficient and competent staff for the Party affairs, and ensure the working funds for the Party Org.

Chapter 2 Business Purpose and Scope

Article 14 The Company's business purpose: in accordance with the relevant provisions of laws and regulations, to carry out various businesses, constantly improve operating management standard and core competitiveness, realize the maximization of shareholders' interests and the Company's value and create more economic and social benefits.

Article 15 The Company's business scope, as registered in accordance with related laws, covers: project investment; investment management; technology development, technology transfer and technology services; economic information consultation; enterprise management; import and export of goods, technologies and agencies; sales of health food, nutritional additives; general cargo transportation (sales of food, road transportation of goods and items that shall be approved according to laws shall be carried out according to the approval of relevant governmental authorities.)

Chapter 3 Shares

Section 1 Issuance of Shares

- Article 16 The shares of the Company are in the form of stocks.
- Article 17 The issuance of the Company shares is in line with the principles of transparency, fairness and equitableness, and each share of the same category shall rank *pari passu* with each other.
For the same category of shares issued in the same tranche and at the same time, each share shall be issued at the same price and subject to the same conditions. For shares subscribed by subscriber, the price payable for each share shall be the same.
- Article 18 The face value of the par value shares issued by the Company shall have a par value RMB -denominated.
- Article 19 The shares issued by the Company are placed in custody by Shanghai Branch of China Securities Depository and Clearing Co., Ltd. (the “CSDC”).
- Article 20 The Company’s sponsors are China Blue Star Chemical Cleaning Corporation, State-Run Changfeng Machinery Factory, Research Institute on Synthetic Material of the Ministry of Chemical Industry, Beijing Research and Design Institute of Rubber Industry of the Ministry of Chemical Industry and China Bluestar Lehigh Engineering Corporation. China Blue Star Chemical Cleaning Corporation made investment in kind, while the other sponsors made investment in cash. All sponsors invested in 1999. The total number of shares issued by the Company at the time of formation is 160,000,000 shares, and the amount of each par value share is 1 Yuan.
- Article 21 The Company has a total of 3,079,779,257 shares, which are all ordinary shares.
- Article 22 The Company and its subsidiaries (including affiliated enterprises) do not provide financial aid for others to acquire shares of the Company or its parent company, except when the Company implements an employee stock ownership plan in any form of financial assistance such as of gift, advance, guarantee, borrowings, etc.
The Company may, in the interest of the Company, provide financial assistance for others to acquire shares of the Company or the parent company of the Company by a resolution of the shareholders' meeting or a resolution of the Board of Directors adopted as authorized by the shareholders' meeting, but the cumulative total of financial assistance shall not exceed 10% of the total issued share capital. The resolution of the Board of Directors shall be adopted by two-thirds or more of all the directors.

Section 2 Increase/ Decrease and Repurchase of Shares

- Article 23 The Company may, based on its operational and development needs and in accordance with the relevant provisions of laws and regulations, approve capital increase in the following manners upon respective resolutions at shareholders’ meeting:
- (1) By issuing shares to unspecified objects.;

- (2) By issuing shares to unspecific objects. ;
- (3) By distribution of bonus shares to existing shareholders;
- (4) By converting the reserve fund into additional capital; or
- (5) By other means that is permitted by laws, administrative regulations and approved by CSRC.

The shareholders' meeting of a corporation may authorize the Board of Directors to decide within three years the offerings of shares not exceeding 50% of the issued shares, but if any non-currency capital contribution is made at the appraised value, a resolution of the shareholders' meeting regarding such offering shall be adopted. Where the Articles of Association or the shareholders' meeting of a corporation authorizes the Board of Directors to decide an offering of new shares, the resolution of the Board of Directors regarding the offering shall be adopted by two-thirds or more of all the directors.

Where an offering of shares decided by the Board of Directors under the preceding paragraph causes changes of the registered capital and the number of issued shares of the corporation, the amendment of the Articles of Association regarding such changes does not require voting at a shareholders' meeting.

Article 24 The Company may reduce its registered capital. In case of reducing registered capital, the Company shall proceed according to procedures as stipulated in the Company Law, other related regulations and the Articles of Association.

Article 25 The Company may, in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association, purchase the shares of the Company under the following circumstances:

- (1) Reducing the registered capital of the Company;
- (2) Merging with another company that holds shares in the Company;
- (3) Using its shares for an employee stock ownership plan or equity incentive;
- (4) Acquiring shares held by shareholders (upon their request) who vote against any resolutions passed in shareholders' meetings on the merger or division of the Company;
- (5) Using its shares for the conversion of the convertible corporate bonds which are issued by the Company; and
- (6) It is necessary for the Company to acquire its own shares to maintain the value of the Company and shareholders' rights and interests.

The Company shall not acquire its shares except for under the abovementioned circumstances.

Article 26 The Company may repurchase its shares in one of the following manners:

- (1) Centralized bids trading at Stock Exchange;
- (2) Making an offer; or
- (3) Other means approved by CSRC.

Where the Company acquires its own shares under any of the circumstances prescribed in Items (3), (5) or (6) of Paragraph 1 of Article 25 hereof, it shall do so in the manner

of an open centralized trading.

Article 27 In case the Company purchases its own shares for reasons stated in Items (1)-(2) of Paragraph 1 of Article 25 herein, the resolution on the purchase shall be passed at the shareholders' meeting. Where the Company acquires its own shares under any of the circumstances prescribed in Items (3), (5) or (6) of Paragraph 1 of Article 25 hereof, a resolution shall be made at a meeting of the Board of Directors by two thirds of the directors or more attending the meeting according to the provisions of the Articles of Association or the authorization of the shareholders' meeting. After purchasing its shares in accordance with the regulations of Paragraph 1 of Article 25, the Company shall cancel the shares purchased under the circumstance (1) in ten (10) days since the date of purchase, and shall transfer or cancel the shares purchased under circumstances (2) and (4) in 6 months; and the shares falling under the circumstances prescribed in Items (3), (5) or (6) that are held by the Company in total shall not exceed 10% of all shares issued by the Company, and shall be transferred or written off within three years.

Section 3 Transfer of Shares

Article 28 The Company shares held by a shareholder of the Company should be transferred according to laws. Where the Company Law and other laws stipulate a moratorium period for transfer of securities issued pursuant shareholders or to any persons other than the law, such securities shall not be traded within the stipulated moratorium period. Where a shareholders holding more than 5% of the shares of the Company, the actual controlling party, director and senior management personnel of a listed company, and any other shareholder of the Company who holds shares issued prior to the Company's initial public offering or holds shares issued by the Company to specific targets, transfers the Company's shares held by them, the transfer shall not violate laws, administrative regulations and the provisions of the securities regulatory authority of the State Council on holding period, selling time, selling quantity, selling method, information disclosure etc, and shall comply with the business rules of the Stock Exchange.

Article 29 The Company shall not accept any shares of the Company as the subject matter of pledge.

Article 30 The Company shares issued prior to the Company's public issuance may not be transferred within **one (1)** year from the date the Company shares become listed and began trading at Stock Exchange.

The directors and senior executives of the Company shall declare to the Company the shares held by them and changes therein, and shall not transfer more than 25% of the total number of the Company shares held by them per year as determined at the time of taking the office. The Company shares held by them may not be transferred within **one (1)** year from the date the Company shares become listed and began trading at Stock Exchange. The aforesaid individual(s) may not transfer the shares of the Company they held within **six (6)** months commencing from the termination of their service.

Where any shares are pledged during the period of transfer restriction prescribed in a law or administrative regulation, the pledgee may not exercise the pledge during the period of transfer restriction.

Article 31 Any proceeds from the sale of the Company shares or other securities of the company of an equity nature by any directors, senior executives or shareholders holding 5% or more of the Company shares within **six (6)** months after their purchase, and any gain from the repurchase of the Company shares sold by any of the aforesaid parties within **six (6)** months after their sale shall belong to the Company. The Board of Directors of the Company shall recall such proceeds from the abovementioned parties. However, an exception shall be made where a securities company holds 5% or more of its own shares as a result of purchasing the remaining shares after the sole sale of shares or any other circumstance prescribed by the CSRC.

The “shares or other securities of the nature of stock rights as held by the directors, senior executives and natural-person shareholders” as mentioned in the preceding paragraph include the shares or other securities of the nature of stock rights as held by the spouses, parents, children of the aforesaid persons, or held by the aforesaid persons by making use of the accounts of others.

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

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

Chapter 4 Shareholders and Shareholders’ meetings

Section 1 Shareholders

Article 32 The Company shall maintain a register of shareholders according to the credentials provided by the securities depository and clearing institution. The register of shareholders shall be deemed sufficient evidence to prove shareholders’ holding of the Company’s shares. Shareholders enjoy rights and undertake obligations according to the category of shares held by them. Shareholders holding the same category of shares shall share the same rights and undertake the same obligations.

Article 33 When the Company intends to convene a shareholders’ meeting, distribute dividends, liquidate or engage in other activities that involve determination of the identifications of shareholders, the Board of Directors or the convener of the shareholders’ meeting shall decide on the equity registration date and shareholders who are recorded in the said register after the closing of the equity registration date shall be the shareholders entitled to the relevant rights and interests.

Article 34 The Company's shareholders shall enjoy the following rights:

- (1) To obtain the dividends and benefits distributed in other forms on the number of shares held by them;
- (2) To propose, convene, preside over, attend or appoint a proxy to attend the shareholders' meetings, and to exercise corresponding voting rights in accordance with laws;
- (3) To supervise, bring forward suggestions on or address inquiries on the Company's business operations;
- (4) To transfer, donate or pledge the shares they hold in accordance with laws, administrative regulations and the Articles of Association;
- (5) To have access to and copy the Articles of Association, register of shareholders, the counterfoils of the Company's bonds, the minutes of shareholders' meetings, the resolutions passed at the meetings of the Board of Directors, and the financial and accounting reports. Shareholders complying with the provisions may consult the Company's accounting books and accounting vouchers;
- (6) In the event the Company is terminated or liquidated, distribute residual assets based on their shareholding;
- (7) To request the Company to purchase the shares held by the shareholders who vote against any resolutions adopted at such shareholders' meetings on the merger or division of the Company; and
- (8) Other rights stipulated in laws, administrative regulations, departmental rules or the Articles of Association.

Article 35 Where a shareholder holding alone or shareholders holding in aggregate 3% or more of the shares of a corporation for 180 or more consecutive days requests consultation of the account books and accounting vouchers of the corporation, a shareholder shall submit a written request, stating the purpose of consultation. If the company has a reasonable basis to believe that the shareholder requests consultation of the account books and accounting vouchers for any improper purpose that may harm the lawful interests of the company, the company may decline provision of consultation, but shall, within 15 days of submission of the written request by the shareholder, provide a written reply to the shareholder with an explanation of the reason. If the company declines provision of consultation, the shareholder may institute an action in a people's court.

A shareholder may authorize an accounting firm, a law firm, and other intermediaries to consult the materials set out in the preceding paragraph.

A shareholder or an accounting firm, a law firm, or any other intermediary authorized by a shareholder shall comply with the provisions of laws and administrative regulations on the protection of state secrets, trade secrets, individual privacy, and personal information, among others, in consulting and copying the relevant materials. Where a shareholder requests consultation or copying of the relevant materials of a wholly-owned subsidiary of the company, the preceding provisions shall apply.

Article 36 Where shareholders request to consult or copy relevant materials of the Company, they

shall abide by the provisions of the Company Law, the Securities Law and other laws and administrative regulations.

Article 37 Should a resolution passed at the shareholders' meeting or the meeting of the Board of Directors violates laws and administrative regulations, shareholders have the right to initiate proceedings in People's Court to declare the resolution invalid.

Should the procedures for convening or the methods of voting at the shareholders' meeting and the meeting of the Board of Directors violate laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to initiate proceedings in People's Court to rescind such resolution within sixty (60) days from the date when such resolution is adopted, except under the circumstances that the convening procedures or voting methods of the shareholders' meeting or the meeting of the Board of Directors only have minor flaws, without causing a substantive impact on the resolution.

Where the Board of Directors, shareholders and other relevant parties have disputes over the validity of the resolutions of the shareholders' meeting, they shall institute an action with the people's court in a timely manner. Before the people's court renders a judgment or ruling such as cancellation resolution, the relevant party shall implement the resolution of the shareholders' meeting. The Company, its directors and senior executives shall diligently perform their duties to ensure the normal operation of the Company.

Where the people's court renders a judgment or ruling on relevant matters, the Company shall fulfill the obligation of information disclosure in accordance with laws, administrative regulations, and the rules of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. Where the correction of previous matters is involved, the corresponding information disclosure obligations shall be handled and fulfilled in a timely manner.

Article 38 Under any of the following circumstances, a resolution of the shareholders' meeting or the Board of Directors shall be invalid:

(1) A resolution is adopted without holding a shareholders' meeting or a meeting of the Board of Directors.

(2) The matters to be resolved are not voted on at a shareholders' meeting or a meeting of the Board of Directors.

(3) The number of persons present at a meeting or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in Company Law or these Articles of Association.

(4) The number of persons voting for the matters to be resolved or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or these Articles of Association

Article 39 Where the Company incurs losses as a result of directors and senior executive's other than members of the Audit, Risk and Compliance Committee violation of laws, administrative regulations or the Articles of Association in the course of performing

their duties with the Company, shareholders, individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days, shall be entitled to request in writing the Audit, Risk and Compliance Committee to initiate proceedings in People's Court. Where the Company incurs losses as a result of the Audit Committee's violation of any provisions of law, administrative regulations or the Articles of Association in the course of performing its duties with the Company, the aforesaid shareholders shall be entitled to make a request in writing to the Board of Directors to initiate proceedings in People's Court.

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

The shareholders described in the first paragraph of this Article may also initiate proceedings in accordance with the first two paragraphs in this Article, in the event that the legitimate rights and interests of the Company are infringed by others and the Company suffers losses thereto.

Where a director, supervisor, or senior executive of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the provisions of these Articles of Association in execution of his or her functions, causing losses to the Company, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary of the Company, causing losses, a shareholder holding alone or shareholders holding in aggregate 1% or more of the shares of the Company for more than 180 consecutive days may, in accordance with the first three paragraphs, request in writing the board of supervisors or the Board of Directors of a wholly-owned subsidiary to institute an action in a people's court, or directly institute an action in a people's court in the name of the shareholder or shareholders.

Where a wholly-owned subsidiary of the Company does not set up a board of supervisors or supervisors, but sets up an Audit Committee, the provisions of Paragraphs 1 and 2 of this article shall apply.

Article 40 Shareholders may initiate proceedings in People's Court in the event that a director or a senior executive has violated the laws, administrative regulations or the Articles of Association, thereby infringing the interests of the shareholders.

Article 41 The Company's shareholders assume the following obligations:

- (1) To observe laws, administrative regulations and the Articles of Association;
- (2) Make payment for shares subscribed according to the number of shares subscribed and the method of subscription;
- (3) Not to divest the shares unless required by the laws and regulations;
- (4) Not to abuse shareholders' rights to harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company

- and the limited liability of shareholders to harm the interest of any creditor of the Company.. Shareholders of the Company who abuse shareholders' rights and thereby losses to the Company or other shareholders shall be liable for indemnities; and where shareholders of the Company abuse the Company's position as an compensation legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts of the Company; Where a shareholder uses two or more companies under its control to commit the conduct in the preceding paragraph, each company is jointly and severally liable for the debts of any of the other companies; and
- (5) Other obligations imposed by the laws, administrative regulations and the Articles of Association.

Section 2 Controlling Shareholders and Actual Controllers

- Article 42 The controlling shareholders and actual controllers of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the rules of the CSRC and the stock exchange, and safeguard the interests of the listed company.
- Article 43 The controlling shareholder and actual controller of the Company shall abide by the following provisions:
- (1) They shall exercise shareholders' rights in accordance with the law, without abusing control rights or using affiliation to damage the lawful rights and interests of the Company or other shareholders.
 - (2) They shall strictly fulfill the public statements and all commitments made, without making any unauthorized change or exemption.
 - (3) They shall strictly fulfill the obligation of information disclosure in accordance with relevant regulations, actively and proactively cooperate with the Company in effectively completing the information disclosure work, and notify the Company of major events that have occurred or will occur in a timely manner.
 - (4) They shall not occupy company funds in any way.
 - (5) They shall not force, instruct or require the Company and relevant personnel to provide guarantee in violation of laws and regulations.
 - (6) They shall not seek personal gain by taking advantage of the Company's undisclosed major information, disclose any undisclosed major information related to the Company in any way, or carry out activities in violation of laws and regulations such as insider trading, short-term trading, and market manipulation.
 - (7) They shall not infringe upon the lawful rights and interests of the Company and other shareholders by any means such as non-fair affiliated transactions, profit distribution, asset reorganization, and external investment.
 - (8) They shall guarantee the Company's integrity of assets, and independence of personnel, finance, institutions and business, without affecting the Company's independence in any way.

(9) Laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges and other provisions of these Articles of Association.

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

Where the controlling shareholder or actual controller of the Company instructs directors or senior executives to conduct acts that harm interests of the Company or shareholders, they shall assume joint and several liability with such directors or senior executives.

Article 44 A controlling shareholder or actual controller pledging the Company's stocks held or actually controlled by him or her shall maintain control over the Company and the stability of the Company's production and operation.

Article 45 Where a controlling shareholder or actual controller transfers the Company's shares held by him or her, it shall abide by the restrictive provisions on share transfer as stipulated by laws, administrative regulations, the CSRC and the stock exchange, as well as the commitments made regarding the restricted share transfer.

Section 3 General Provisions on the Shareholders' meetings

Article 46 The shareholders' meeting of the Company shall be composed of all shareholders. The shareholders' meeting is the Company's organ of authority and exercise the following functions and powers in accordance with the law:

- (1) To elect and replace the directors , and determine matters relating to the remuneration of the directors;
- (2) To examine and approve the reports of the Board of Directors;
- (3) To examine and approve the Company's annual financial settlement plans;
- (4) To examine and approve the Company's profit-distribution and loss-covering plans;
- (5) To pass resolutions on the Company's increase or decrease of registered capital;
- (6) To pass resolutions on the issuance of corporate bonds;
- (7) To pass resolutions on the Company's merger, division, dissolution, liquidation or change of form;
- (8) To amend the Company's Articles of Association;
- (9) To pass resolutions on the Company's employment and dismissal of accounting firms undertaking the Company's audit business;
- (10) To examine and approve the provisions of guarantees under the Articles of Association;
- (11) To examine matters relating to the purchase and sale of the Company's material assets within the past year, which exceed 30% of the company's audited total assets for the latest period;
- (12) To examine, approve change the usage of the fund raised;

- (13) To examine the equity incentive plan and employee stock option plans; and
- (14) To examine other matters determined at the shareholders' meetings, as regulated in laws, administrative regulations, departmental rules or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors in the form of authorization to make resolutions on the issuance of corporate bonds. The shareholders' meeting of a corporation may authorize the Board of Directors to decide within three years the offerings of shares not exceeding 50% of the issued shares, but if any non-currency capital contribution is made at the appraised value, a resolution of the shareholders' meeting regarding such offering shall be adopted.

Article 47 Any of the following guarantees provided by the Company shall be deliberated and approved by the shareholders' meeting after being approved by the Board of Directors:

- (1) Any guarantees provided after the total amount of guarantees provided by the Company and its holding subsidiaries has exceeded 50% of the Company's audited net assets for the latest period;
- (2) Any guarantees provided after the total amount of guarantees provided by the Company has exceeded 30% of the Company's audited total assets for the latest period;
- (3) The amount guaranteed by the Company to others within one year has exceeded 30% of the Company's total assets audited in the latest period;
- (4) Any guarantees provided for a guarantee object whose asset-liability ratio exceeds 70%;
- (5) Any single guarantee amount exceeds 10% of the latest audited net asset;
- (6) Guarantees provided to shareholders, actual controllers or their related parties; and
- (7) Other guarantees requiring approval by the shareholders' meeting as stipulated by Stock Exchange.

When examining the guarantee matters in the preceding paragraph (3), a resolution of the shareholders' meeting passed by a two-third majority of shareholders who attended the meeting shall be required.

Article 48 Any of the following financial assistance provided by the Company shall be deliberated and approved by the shareholders' meeting after being approved by the Board of Directors:

- (1) The amount of a single financial assistance exceeds 10% of the Company's latest audited net assets;
- (2) The latest financial statement of the assisted entity shows that its debt-to-asset ratio exceeds 70%;
- (3) The cumulative amount of financial assistance within the last twelve months exceeds 10% of the company's latest audited net assets;
- (4) Other circumstances as stipulated by the Shanghai Stock Exchange or the Company's Articles of Association.

Where the assisted entity is a wholly-owned subsidiary within the scope of the company's consolidated financial statements and the company holds more than 50% of its shares, and the other shareholders of such wholly-owned subsidiary do not

include the company's controlling shareholder, actual controller or their related parties, the provisions of the preceding two paragraphs shall not apply.

Article 49 Shareholders' meetings include annual shareholders' meeting and extraordinary shareholders' meeting. Annual shareholders' meeting is held once annually and shall be held within six (6) months after the end of the previous fiscal year.

Article 50 The Company shall hold an extraordinary shareholders' meeting within two (2) months from occurrence of the event:

- (1) The number of directors falls below two-thirds of the number stipulated in the Company Law or this Articles of Association;
- (2) The uncovered losses exceed one-third of the Company's capital;
- (3) Shareholders, individually or jointly holding more than 10% of the Company's shares, propose to hold an extraordinary meeting;
- (4) The Board of Directors considers it necessary to hold such a meeting;
- (5) Audit, Risk and Compliance Committee proposes to hold such a meeting; and
- (6) Other circumstances regulated in laws, administrative regulations, departmental rules or the Articles of Association.

Article 51 The place for the Company to hold shareholders' meeting shall be: Blue Star Building, 9 West Beitucheng Road, Chaoyang District, Beijing, or the location specified in the notice of the shareholders' meeting of the company. A meeting place shall be set up for shareholders' meetings, which shall be held on the spot. The Company may provide an Internet voting platform to facilitate shareholders attending the shareholders' meetings. In case shareholders cast votes online, the voting shall be executed in accordance with related regulations of CSRC, Stock Exchange and CSDC, etc., as well as the Articles of Association.

Article 52 The Company shall, in connection with the convening of a shareholders' meeting, engage lawyers to issue legal opinions in respect of the following matters and make announcements accordingly:

- (1) Whether the procedures relating to the convening and holding of such meeting comply with the laws, administrative regulations and the Articles of Association;
- (2) Whether the qualifications of the meeting attendees and convener are legitimate and effective;
- (3) Whether the voting procedures and results of the meeting are legitimate and effective; and
- (4) Legal opinions provided on other related issues upon the request of the Company.

Section 4 Convening of the Shareholders' meetings

Article 53 The Board of Directors shall convene shareholders' meetings on time within the prescribed time limit. More than half of independent directors have the right to propose to the Board of Directors to convene extraordinary shareholders' meetings. The Board of Directors shall reply in writing regarding the acceptance or refusal to

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

Should the Board of Directors agree to convene an extraordinary shareholders' meeting, a notice concerning the said meeting shall be issued within five (5) days from passing of a board resolution. Should the Board of Directors disagree to convene the said meeting, it shall state and announce the reasons.

Article 54 The Audit, Risk and Compliance Committee has the right to propose to the Board of Directors to convene extraordinary shareholders' meetings in writing. The Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary shareholders' meeting within ten (10) days upon receiving the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association.

Should the Board of Directors agree to convene the extraordinary shareholders' meeting, a notice concerning the said meeting shall be issued in five (5) days from passing of the board resolution. Should changes be made to the original requests in the notice, consent has to be obtained from the Audit Committee.

Should the Board of Directors disagree to convene the said meeting of shareholders, or fail to reply in ten (10) days upon receiving the request, the Board of Directors shall be considered unable or failing to perform the obligation to convene the shareholders' meeting, and the Audit, Risk and Compliance Committee may convene and preside over the meeting on its own.

Article 55 Shareholders, individually or jointly holding more than 10% of the Company's shares, have the right to propose to the Board of Directors to convene extraordinary shareholders' meetings in writing. The Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within 10 (ten) days upon receiving the request in accordance with the laws, administrative regulations and the Articles of Association.

Should the Board of Directors agree to convene the extraordinary shareholders' meeting, a notice concerning the meeting shall be issued within five (5) from passing of board resolution. Should the Board of Directors change the original proposal in the notice, consent has to be obtained from related shareholders.

Should the Board of Directors disagree to convene the extraordinary shareholders' meeting or fail to reply within 10 days upon receiving the request, shareholders individually or jointly holding more than 10% of the Company's shares have the right to propose to the Audit, Risk and Compliance Committee to convene an extraordinary shareholders' meeting in writing.

Should the Audit, Risk and Compliance Committee agree to convene the extraordinary shareholders' meeting, a notice concerning the extraordinary shareholders' meeting shall be issued within five (5) days upon receiving the request. Should changes be made to the original request in the notice, consent has to be obtained from related shareholders.

Should the Audit, Risk and Compliance Committee fail to issue the notice for the said meeting, it shall be deemed that the Audit, Risk and Compliance Committee will not

convene or preside over the meeting, and shareholders having individually or jointly held more than 10% of the Company's shares for more than ninety (90) consecutive days have the right to independently convene and preside over the meeting.

Article 56 Should the Audit, Risk and Compliance Committee or shareholders decide to convene the shareholders' meeting on their own initiative, they shall notify the Board of Directors in writing and file the notice of the meeting with the Stock Exchange for records.

The Audit, Risk and Compliance Committee or shareholder(s) convening the shareholders' meeting must hold at least 10% of the Company's shares before the resolution of such meeting is announced. The convening shareholders shall submit relevant supporting documents to the Stock Exchange, when the notice and resolution announcements concerning the shareholders' meeting are sent.

Article 57 As for the shareholders' meeting convened by the Audit, Risk and Compliance Committee or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall provide the register of shareholders of registration date.

Article 58 The Company shall assume the expenses necessary for the shareholders' meeting convened by the Audit, Risk and Compliance Committee or shareholders on their own initiative.

Section 5 Proposals and Notice at the Shareholders' meetings

Article 59 A proposal shall fall within the scope of authority of the shareholders' meeting, have specific topics and matters to be decided and comply with laws, administrative regulations and the Articles of Association.

Article 60 When the Company holds a shareholders' meeting, the Board of Directors Audit, Risk and Compliance Committee and shareholders individually or jointly holding no less than 1% of shares in the Company may propose to the Company.

Shareholders individually or jointly holding no less than 1% of the shares in the Company may put forward any temporary proposal in writing and submit such proposal to the convener 10 days before the holding of the shareholders' meeting. Temporary proposals should have clear topics and specific resolution matters.

The convener shall send out a supplementary notice of the shareholders' meeting within two days of receipt of the temporary proposal announcing the details of such proposal, and submit the temporary proposal to the shareholders' meeting for deliberation, except for temporary proposal that violates a law, an administrative regulation, or the Articles of Association or does not fall under the scope of powers of the shareholders' meeting.

Except as provided in the preceding paragraph, the convener shall not modify or add new proposals to the proposals listed in the notice of the shareholders' meeting after sending such notice out.

The shareholders' meeting shall not vote and make a resolution for any proposal not

specified in the notice of the shareholders' meeting or not in conformity with the Articles of Association.

Article 61 For the annual shareholders' meeting, the convener shall notify by announcement all the shareholders twenty (20) days prior to the holding of said meeting. For the extraordinary shareholders' meeting, the convener shall notify by announcement all the shareholders 15 days in advance. The notice period mentioned in the preceding paragraph shall exclude the date on which the meeting is held.

Article 62 The notification concerning the shareholders' meeting includes the following contents:

- (1) The time, venue and period of the meeting;
- (2) The matters and proposals to be discussed at the meeting;
- (3) A prominent written statement that all common shareholders (including holders of preference shares with resumed voting rights) are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote at the meeting. The proxy is not required to be a shareholder of the Company necessarily;
- (4) The registration date of shareholders entitled to attend the shareholders' meeting; and
- (5) The name and telephone number of the standing contact persons in connection with the meeting;
- (6) Voting time and voting procedures by online or other means.

The convener shall specify in the notice of the shareholders' meeting matters such as the voting time, voting procedures and voting operation procedures for internet voting. A shareholders' meeting that adopts the Stock Exchange's network voting system to provide shareholders with the means of network voting shall be convened on a trading day of the Stock Exchange, and the network voting shall be conducted during the trading hours on such trading day.

The specific details of all proposals shall be adequately and fully disclosed in the notice and supplementary notice of the shareholders' meeting.

The interval between the date of record and the day of meeting shall be no more than 7 working days. The date of record shall not be changed once confirmed.

Article 63 Where the election of directors is to be discussed, a notice concerning the shareholders' meeting shall fully disclose the particulars of the candidates for directors, and shall at least include the following contents:

- (1) Personal particulars such as educational background, work experience and part-time jobs, etc.;
- (2) Whether or not the candidate(s) has/ve any connection with the Company or the Company's controlling shareholders and actual controllers;
- (3) The number of shares held by the candidate(s) in the Company; and
- (4) Whether or not the candidate(s) has/ve been subject to penalties by CSRC and other related authorities as well as sanctions by any stock exchange(s);

Save for the election of directors held by adopting a cumulative-voting system, each candidate for director shall be nominated via single proposal.

Article 64 After announcing the shareholders' meeting, the said meeting may not be postponed or cancelled without proper reasons, and the proposals set out in the notice about the meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the convener shall make an announcement and state reasons thereof at least two (2) working days prior to the original date of the meeting.

Section 6 Holding of the Shareholders' meetings

Article 65 The Board of Directors and other conveners of the Company shall take all necessary measures to ensure that the shareholders' meeting is held in an orderly manner. Measures shall be adopted to stop any disruption of the shareholders' meeting or trouble-making and infringement of the legitimate rights and interests of shareholders, and the matter shall be promptly reported to the relevant authorities for investigation and punishment.

Article 66 All the shareholders or their proxies listed in the register of shareholders on registration date are entitled to attend the shareholders' meeting and exercise the voting rights in accordance with relevant laws, regulations and provisions of the Company's Articles of Association.
Shareholders may either attend the shareholders' meeting in person or appoint proxies to attend and vote at such meeting on their behalf.

Article 67 Individual shareholders attending the meeting in person shall present their identity cards, other valid credentials or certificates . Proxies attending the meeting shall present their identity cards and the power of attorneys from the shareholders.
Corporate shareholders shall be represented by their legal representatives or legal representatives' proxies at the meeting. Legal representatives attending the meeting shall present their identity cards and other effective documents that could prove their status as legal representatives. Proxies authorized to attend the meeting shall present their identity cards and the written power of attorney provided by the corporate shareholders' legal representatives according to laws.

Article 68 The power of attorney provided by a shareholder to authorize another person to attend the shareholders' meeting shall explicit state the following contents:

- (1) The name of the principal, and the category and quantity of the Company's shares held.;
- (2) The name of the proxy;
- (3) The specific instructions for shareholders, including instructions for voting in favor, against or abstaining from each item on the agenda of the shareholders' meeting, etc.;
- (4) The signing date and valid period of the power of attorney; and
- (5) The signature (or seal) of the appointing shareholder, and the legal entity's seal where the appointing shareholder is a corporate shareholder.

- Article 69 Where the proxy form is signed by a person under the power of attorney on behalf of the appointer, the power of attorney or any other authorization documents authorized to be signed shall be notarized. A notarized copy of the said power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other place specified in the notice of the meeting.
- Article 70 The Company shall be responsible for compiling an attendee register that shall include the attendees' names (organisations' names), ID card numbers, the number of shares with voting rights held or represented and the principals' names (organisations' names), etc.
- Article 71 The convener and lawyers engaged by the Company shall jointly verify the legitimacy of shareholder qualifications in accordance with the register of shareholders provided by the securities registration and clearing organisation, and shall record the names (or designations) of the shareholders and the number of shares with voting rights held by them. The registration shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them.
- Article 72 Where the shareholders' meeting requires a director or senior executive to observe a meeting, the director or senior executive shall observe the meeting, and answer questions from the shareholders.
- Article 73 The shareholders' meeting is presided over by the chairman. In case the chairman cannot or fail to perform the duty, the deputy chairman shall preside over the meeting. In case the deputy chairman cannot or fail to perform the duty, a director jointly elected by more than half of all the directors shall preside over the meeting.
The shareholders' meeting convened by the Audit, Risk and Compliance Committee on its own initiative shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit, Risk and Compliance Committee cannot or fail to perform the duty, a member of the Audit, Risk and Compliance Committee jointly elected by more than half of all the members of the Audit, Risk and Compliance Committee shall preside over the meeting.
The shareholders' meeting convened by shareholders on their own initiative shall be presided over by a convener or a representative recommended by the convener.
If the chairperson of the shareholders' meeting breaches the procedural rules, which makes it unable to proceed the shareholders' meeting, then, subject to the consent of the simple majority of the shareholders of voting rights at the meeting, the shareholders' meeting may elect one person as the chairperson to continue the meeting.
- Article 74 The Company shall formulate the procedural rules for shareholders' meetings, which shall set out in detail the procedures for convention and voting in respect of the shareholders' meetings (including notices, registration, deliberation and approval of proposals, voting, vote counting, announcements of voting results, the formation of resolutions, meeting minutes and signing, announcements and other matters) and the principles of authorization granted to the Board of Directors at the shareholders'

meetings. The scope of authorization shall be specified in detail. The procedural rules for the shareholders' meetings shall be prepared by the Board of Directors, approved at the shareholders' meeting included in the Articles of Association or attached to the Company's Articles of Association as an appendix.

Article 75 During the annual general meeting of shareholders, the Board of Directors shall respectively give a report on their work in the past year at the shareholders' meeting. Every independent director shall also make a duty report accordingly.

Article 76 Directors and senior executives shall explain and respond to shareholders' inquiries and suggestions at the shareholders' meeting.

Article 77 Prior to voting, the chairman of the general meeting shall announce the number of shareholders and proxies present and the total number of shares with voting rights held by them. The number of shareholders and proxies and the total number of shares with voting rights held by them shall be based on the registration for the meeting.

Article 78 The secretary to the Board of Directors shall be responsible for minutes of the shareholders' meeting. The minutes shall record the following contents:

- (1) The meeting time, venue, agenda and convener's name;
- (2) The name of the chairperson of the meeting and the directors and senior executives attending the meeting;
- (3) The number of shareholders and their proxies attending the meeting, the total number of shares with voting rights held by them and the percentage of such shares to the Company's total shares;
- (4) The discussions in respect of each proposal, the highlights of speeches made at the meeting and the results of voting;
- (5) The shareholders' inquiries or suggestions and corresponding responses or explanations;
- (6) The name of lawyers, counting officers and poll watchers; and
- (7) Other matters that shall be recorded in the minutes according to the regulations of the Articles of Association.

Article 79 The convener shall ensure the authenticity, accuracy and completeness of the minutes. Directors, secretary to the Board of Directors, convener or his representative and meeting chairperson who are attending the meeting shall sign in the minutes. The minutes shall be kept for at least ten (10) years along with the signature book of shareholders attending the meeting, the power of attorney of proxies as well as other valid materials concerning the voting through the Internet and other means.

Article 80 The convener shall ensure that the shareholders' meeting is held continuously until final resolutions are passed. In the event that the shareholders' meeting is adjourned or the resolutions cannot be passed due to force majeure or other special reasons, the convener shall adopt necessary measures to restore the shareholders' meeting as soon as possible or terminate the shareholders' meeting directly. An announcement shall be made promptly. Meanwhile, the convener shall report to the local branch of CSRC and

Stock Exchange.

Section 7 Voting and Resolutions at Shareholders' Meetings

- Article 81 Resolutions of shareholders' meetings include ordinary and special resolutions. An ordinary resolution must be passed by a simple majority of voting rights held by the shareholders (including their proxies) attending the shareholders' meeting. A special resolution must be passed by more than half of voting rights held by the shareholders (including their proxies) attending the shareholders' meeting.
- Article 82 The following matters shall be resolved through an ordinary resolution at shareholders' meetings:
- (1) The work reports of the Board of Directors;
 - (2) The profit-distribution and loss-covering plans formulated by the Board of Directors;
 - (3) The appointment and dismissal of the members of the Board of Directors, their remuneration and methods of payment;
 - (4) The Company's annual final accounts;
 - (5) Matters other than those required by laws, administrative regulations or the Company's Articles of Association shall be adopted through special resolution.
- Article 83 The following matters shall be resolved through a special resolution at shareholders' meetings:
- (1) The Company's increase or decrease of registered capital;
 - (2) The Company's division, spin-off, merger, dissolution and liquidation;
 - (3) The amendment to the Articles of Association;
 - (4) The Company's purchase or sale of any material assets or guarantee provided to others within one year amounting to more than 30% of the Company's audited total assets of the latest period;
 - (5) Share option incentive plan;
 - (6) Adjustment or change of the profit-distribution policy;
 - (7) Other matters that are regulated in laws, administrative regulations or the Articles of Association, and will have material influences on the Company if being resolved by way of an ordinary resolution, shall be adopted by a special resolution.
- Article 84 All shareholders shall exercise voting rights according to the number of shares with voting rights represented by them, and every share shall be entitled to one vote. The votes casted by retail investors shall be separately counted when material matters affecting the interests of retail investors are being deliberated at the shareholders' meeting. The results of the separate vote-counting shall be publicly disclosed in a timely manner. The Company's shares held by the Company shall not have voting rights or be counted into the total shares with voting rights at the shareholder's meeting. Where a shareholder purchases shares of the Company with voting rights in violation

of the provisions of Paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall neither be exercised within 36 months after the purchase, nor be included in the total number of shares with voting rights attending the shareholders' meeting.

The Company's Board of Directors, independent directors, shareholders holding more than 1% of the voting shares or the investor protection institutions set up in accordance with the laws, administrative regulations or the provisions of CSRC, may publicly solicit shareholders' voting rights. Where the voting rights of a shareholder are being solicited, information such as the specific voting intention shall be fully disclosed to the shareholder.

It is prohibited to solicit shareholders' voting rights in the form of compensation or disguised compensation shall be prohibited. The Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights except for the statutory conditions.

Article 85 Where the shareholders' meeting deliberates any matter relating to a related-party transaction, the related shareholder(s) shall not participate in the voting, and number of voting shares they represent shall not be included in the total number of valid votes; and the result of voting by non- related shareholders shall be fully disclosed in the announcement of the resolution of the shareholders' meeting.

For the examination of matters relating to related-party transactions at the general meeting of shareholders, the procedures for the avoidance and voting of related shareholders shall be as follows:

- (1) The Board of Directors or other convenor shall set out in the notice convening the shareholders' meeting in conspicuous language the related-party transaction matters among the matters to be considered, the related shareholders involved, and that the related shareholders shall not participate in the voting of such related transactions at the shareholders' meeting;
- (2) At the time of registration for the meeting of the general meeting of shareholders, the voting column of the meeting ballot delivered to the related shareholders shall be deleted from the voting column of the related-party transaction matter or it shall be stated in such voting column that they will not vote; When the general meeting of shareholders is examining a related-party transaction matter, the meeting host shall clearly state to the meeting that the nature of the transaction is a related-party transaction, the related shareholders involved and the reasons why such related shareholders shall not participate in the voting on such related-party transaction;
- (3) When the votes are counted after the meeting has voted, the tellers shall exclude the number of voting shares represented by the related shareholders from the total number of valid votes cast on the related-party transaction matters in the voting results;
- (4) When announcing the voting results at the meeting, the meeting host shall state that the number of voting shares represented by the related shareholders shall not be counted in the total number of valid votes cast on the related-party transaction matters when announcing the voting results on the related-party transaction;

(5) The minutes of the meeting shall clearly record the deliberations and voting on related-party transaction matters at the meeting; the resolution of the meeting and the announcement of the resolution shall state that the related shareholders did not participate in the voting on the related-party transaction.

Article 86 Where the Company has ensured that a shareholders' meeting is legal and valid, the voting may be conducted through different means, including modern technology (on a priority basis) such as online voting platforms, to facilitate shareholder participation in the said meeting.

Article 87 Except where the Company is undergoing a crisis or any extraordinary circumstances, the Company may not enter into any contract with anyone other than a director or senior executives to place entire business or significant business of the Company in the charge of such person, unless otherwise approved by shareholders at a general meeting by way of a special resolution.

Article 88 The shortlist of directors shall be proposed to the shareholders' meeting for votes. The cumulative-voting system may be implemented in the voting for the election of directors at shareholders' meetings in accordance with the provisions of the Articles of Association or the resolutions of shareholders' meetings. When the shareholders' meeting elects two or more independent directors, the cumulative voting system shall be implemented.

The cumulative-voting system mentioned in the previous paragraph refers to that, in the election of directors at the shareholders' meeting, the voting rights of each share equal the number of candidates for directors, and shareholders may exercise their voting rights collectively. The Board of Directors shall announce to shareholders the resumes and basic information of the candidates for directors.

The Company's Board of Directors, or shareholders individually or jointly holding more than 1% of the shares issued by the Company may nominate the candidates for directors. The Company's Board of Directors, or shareholders individually or jointly holding more than 1% of the shares issued by the Company may nominate the candidates for independent directors. The Board of Directors shall, after examining the proposals according to the procedures regulated in laws, regulations and the Articles of Association, submit such proposals to the shareholders' meeting for deliberation.

Article 89 Except for the cumulative-voting system, all proposals shall be voted one by one at the shareholders' meeting. Different proposals on the same matter shall be voted according to the time sequence that the proposals are put forward. Except when the shareholders' meeting is interrupted or any resolution cannot be passed for special reasons such as force majeure, the shareholders' meeting shall not set aside or refuse to vote on the proposals.

Article 90 The proposals considered at a shareholders' meeting may not be amended, the related amendment shall be deemed as a new proposal, which cannot be voted at the current shareholders' meeting.

- Article 91 The same voting rights may only be exercised by one means, either through onsite voting, the Internet or other means. Should the same voting rights be exercised by more than one means, the first vote cast shall prevail.
- Article 92 The shareholders' meetings adopt open vote.
- Article 93 Before voting on proposals, the shareholders' meeting shall nominate two shareholder representatives to count the votes and scrutinize the voting. If a shareholder has affiliation concerning the matter to be deliberated, the relevant shareholder and his proxy shall not participate in vote counting or scrutinize the voting.
When a proposal is voted at the shareholders' meeting, the counting of votes and the scrutinizing of voting shall be conducted with lawyers, shareholder representatives. The voting results shall be announced on the spot and recorded in the minutes. Shareholders, or his proxy, voting through the Internet or other means shall have the right to check his own voting result through the corresponding voting system.
- Article 94 The conclusion of shareholders' meeting on the spot shall not be earlier than voting by the Internet or other means. The chairperson shall announce the voting on and result of every proposal, and announce whether a proposal is adopted according to the voting results.
Before the voting results are officially announced, the companies, counting officers, scrutinizers, shareholders, the Internet service providers and all relevant parties related to the voting on site, through the Internet and other means, have the obligation to keep the voting results confidential.
- Article 95 Shareholders attending the shareholders' meeting shall present one of the following opinions on the proposals voted: consent, objection or abstention. The securities registration and clearing organisation shall be the nominee holder of shares on the Shanghai-Hong Kong Stock Connect, except where declaration is made in accordance with the actual holder's intent.
Votes that are left blank, wrongly written, and illegible or not be cast will be deemed as the voter has given up his voting right, and the votes represented by his shares will be treated as "abstention".
- Article 96 Should the chairperson of the meeting have any doubt regarding the voting results, he may have the votes counted. Should the chairperson of the meeting not count the votes, and the shareholders or their proxies attending the meeting disagree with the voting results announced by the chairperson of the meeting, they shall have the right to request vote counting immediately after the voting results are announced, and the chairperson of the meeting shall organize vote counting at once.
- Article 97 The resolutions passed at the shareholders' meeting shall be announced promptly. The announcement shall specify the number of shareholders present in person or by proxy at the meeting, the total number of voting shares held by them, the percentage of such voting shares in relation to all the voting shares of the Company, the voting methods, the voting result of each proposal and the details of each resolution adopted at the

meeting.

Article 98 Should a proposal not be adopted, or should any resolution passed at the previous shareholders' meetings is changed at the current shareholders' meeting, a special prompt shall be given in the announcement of the shareholders' meeting.

Article 99 In case the shareholders' meeting passes the resolution on the election of directors, the new directors shall take office on the date when the resolution is passed at the shareholders' meeting.

Article 100 Should any proposal for cash dividend, bonus shares or conversion from capital reserves to share capital be adopted at the shareholders' meeting, the Company shall implement detailed plans within two (2) months after the conclusion of the shareholders' meeting.

Chapter 5 Board of Directors

Section 1 Directors

Article 101 The Company's directors are natural persons. Any person with one of the following situations may not act as the Company's director:

- (1) A person without civil capacity or a person with limited capacity for civil conduct;
- (2) A person who was convicted for criminal offence for an offence of corruption, bribery, encroachment of property, misappropriation of property or disruption of the socialist market economy, or having been deprived of political rights due to the commitment of any crime, or it has not been two years since the date on which the probation period expires, if a probation is announced;
- (3) A person who was a former director, factory director or general manager of a company or enterprise that had gone bankrupt and been liquidated and whereby such person was personally liable for the bankruptcy of such company or enterprise, and three (3) years have not elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;
- (4) A person who was the legal representative of a company or enterprise that was revoked of a business license or ordered to close for violation of laws and whereby such person was personally liable, and three (3) years have not elapsed since the date when the company or enterprise's business license was revoked or closed;
- (5) A person who has a relatively large amount of debt that has not been repaid at maturity and is listed as a dishonest judgment debtor by a people's court;
- (6) A person who is banned from the securities market by CSRC and the ban period has not expire; or
- (7) He or she is publicly identified by the stock exchange as unsuitable to serve as director, or senior executive of a listed company and his or her term has not yet expired.

- (8) Other contents regulated by laws, administrative regulations or departmental rules.

Should the director(s) be elected and appointed in violation of the regulations of this article, the election, appointment or employment shall be deemed invalid. The director(s) with the situations mentioned in this article during the tenure shall be dismissed and cease his or her fulfillment of duties by the Company.

Article 102 Directors are elected or replaced through shareholders' meetings and have a tenure of 3 (three) years. The directors may be re-appointed if being re-elected upon the expiration of their tenure. Directors may not be dismissed without reasons at the shareholders' meeting before the expiration of their tenure.

A directors' tenure shall commence from the date when he takes office and end upon the expiration of tenure of the current the Board of Directors. After the expiry of a director's tenure and before a new director is elected and takes office, the original director shall continue to perform his duty as a director pursuant to laws, administrative regulations, departmental rules and the Articles of Association. Senior executives may concurrently serve as directors, provided that the total number of directors concurrently serving as senior executives and the directors as a representative of employees does not exceed half (1/2) of the Company's total directors.

The company shall appoint 1 (one) employee representative director, who shall be democratically elected by the company's employees through a staff congress or other means, without the need for submission to the shareholders' meeting for review.

Article 103 Directors shall observe the laws, administrative regulations and the Articles of Association, assume duty of loyalty to the Company, adopt measures to avoid conflicts between their own interests and the interests of the Company, and shall not take advantage of their powers to seek any improper interests. Directors shall have the following duties of loyalty to the Company:

- (1) Directors shall not embezzle the Company's property or misappropriate the Company's funds;
- (2) Directors shall not open accounts in their own names or in other individuals' names to deposit any assets or funds of the Company;
- (3) Directors shall not take advantage of their powers to commit bribery or accept other illegal income;
- (4) Without reporting to the Board of Directors or the shareholders' meeting and adoption by the resolution of the Board of Directors or the shareholders' meeting in accordance with the provisions of the Articles of Association, directors shall not directly or indirectly enter into contracts or conduct transactions with the Company;
- (5) Directors shall not take advantage of their powers to seek business opportunities belonging to the Company for themselves or others, except if the situation is reported to the Board of Directors or the shareholders' meeting and adopted by the resolution of the shareholders' meeting, or if the Company is unable to take advantage of such business opportunities in accordance with the laws, administrative regulations or the provisions of the Articles of Association ;

- (6) Without reporting to the Board of Directors or the shareholders' meeting and being adopted by the resolution of the shareholders' meeting, directors shall not engage in business of the same type as that of the Company on their own or for others;
- (7) Directors shall not accept any commissions from others on transactions conducted with the Company;
- (8) Directors shall not disclose any secret of the Company without authorization;
- (9) Directors shall not use their affiliations to damage the interests of the Company;
- (10) Other duties of loyalty as set out by laws, administrative regulations, departmental rules, and these Articles of Association.

The proceeds obtained by a director in violation of this article shall belong to the Company. Where the Company suffers any losses thereby, the said director shall be obliged to make compensation therefore.

Where a close relative of a director or senior executive, an enterprise directly or indirectly controlled by a director, or senior executive of the Company or a close relative of him or her, or an affiliated party that is otherwise affiliated to a director or senior executive enters into a contract or conducts a transaction with the Company, the provision of subparagraph (4) of Paragraph 2 of this article shall apply.

Article 104 Directors shall observe the laws, administrative regulations and the Articles of Association, and assume the following diligence obligations to the Company, and exercise the due care that a manager ordinarily exercises in the best interest of the Company in executing their functions. Directors shall have the following duties of diligence to the Company:

- (1) To prudently, seriously and diligently exercise the rights conferred by the Company to ensure that the business conduct of the Company is in conformity with the laws, administrative regulations and all economic policies of China, and its business activities do not go beyond the business scope as stipulated in its business license;
- (2) To treat all shareholders equally;
- (3) To understand the Company's business operations and management timely;
- (4) To sign written opinions of confirmation on the Company's periodic reports and ensure the authenticity, accuracy and completeness of the information disclosed by the Company;
- (5) To faithfully provide related information and materials to the Audit Committee, and not to hinder the Audit, Risk and Compliance Committee from exercising powers and functions; and
- (6) Other duty of diligence obligations as prescribed by the laws, administrative regulations, departmental rules and the Articles of Association.

Article 105 In case a director fails to be present in person at any two (2) consecutive board meetings and does not entrust another director to be present at such board meeting on his behalf, he shall be considered unable to fulfill his responsibilities as a director, and the Board of Directors shall propose accordingly a shareholders' meeting to replace such director.

Article 106 A director may resign before the expiry of his tenure subject to the submission of a written resignation report to the Board of Directors. The resignation becomes effective on the date the Company receives the resignation report. The Board of Directors shall disclose related information within two (2) days.

Should the number of the Company's directors be less than the quorum as required by law due to a director's resignation, or as a result of the resignation of the independent directors, the proportion of the independent directors in the Board of Directors or the special committees thereof does not comply with the laws and regulations or the Articles of Association, or there is a shortage of accounting professionals among the independent directors, the resigning director shall continue to perform his duty as a director pursuant to the laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected and takes the position.

Article 107 The Company shall establish a management system for the departure of directors, clearly defining the guarantee measures for holding liable and recovering compensation for unfulfilled public commitments and other outstanding matters. A director whose resignation takes effect or whose tenure has expired shall complete all handover procedures with the Board of Directors. However, his fiduciary duties to the Company and shareholders shall not be certainly discharged upon the expiry of his tenure and shall remain effective within two (2) years after the expiry of his tenure. The responsibilities that a director shall assume in the performance of duties during his or her term of office shall not be relieved or terminated upon leaving office.

Article 108 The shareholders' meeting may adopt a resolution to remove a director, and the resolution takes effect on the date of resolution.

Where a director is removed before expiry of his or her term of office without justified reasons, the director may require the Company to pay compensation.

Article 109 No director shall act on behalf of the Company or the Board of Directors without legal authorization provided hereunder or by the Board of Directors. Where a director acts in his own name and a third party may reasonably consider that such director acts on behalf of the Company or the Board of Directors, such director shall declare in advance his position and capacity.

Article 110 Should a director violate the laws, administrative regulations, departmental rules or the Articles of Association when performing his duties in the Company, such director shall indemnify the Company against the losses arose from such violation.

Where a director causes damage to others while performing his or her duties for the Company, the Company shall assume liability for compensation. Where a director has intentional acts or gross negligence, he or she shall also assume liability for compensation.

Where the controlling shareholder or actual controller of a company instructs a director of the company to engage in any conduct harming the interests of the company or shareholders of the company, the controlling shareholder or actual controller is jointly and severally liable with the director.

Section 2 Board of Directors

Article 111 The Company shall have a Board of Directors, which is composed of 11 directors, including 1 chairman and, 1 deputy chairman and 1 employee representative director. The chairman and deputy chairman shall be elected by a majority vote of all directors.

Article 112 The Board of Directors exercises the following functions and powers:

- (1) To convene shareholders' meetings and report work to the shareholders' meetings;
- (2) To execute the resolutions of the shareholders' meetings;
- (3) To determine the Company's business plan and investment plan;
- (4) To formulate the Company's annual financial final accounts;
- (5) To formulate the Company's profit-distribution and loss-covering plans;
- (6) To formulate the plans for the Company's increase or decrease of registered capital, issuance of bond or other securities and listing;
- (7) To formulate plans for the Company's important acquisition, acquisition of the Company's shares, or merger, division, dissolution and change of company form;
- (8) To determine the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted financing, connected transactions, and external donations, etc. within the scope authorized by the shareholders' meeting;
- (9) To determine the setting of the Company's internal management organisations;
- (10) To appoint or dismiss the Company's general manager, secretary to the Board of Directors and other senior executives, as well as their remuneration, reward and punishment. To appoint or dismiss the Company's senior executives, such as deputy general manager and chief financial officer, etc., according to the general manager's nomination and determine their remuneration, punishment and reward;
- (11) To formulate the Company's basic management systems;
- (12) To formulate the plans of amendments to the Articles of Association;
- (13) To manage the Company's information disclosure;
- (14) To propose to the shareholders' meetings to appoint or replace the accounting firm providing auditing services for the Company;
- (15) To listen to the general manager's work reports and inspect general manager's work;
- (16) To exercise other functions and powers endowed by the laws, administrative regulations, departmental rules or the Articles of Association.

Matters beyond the scope of authorization conferred by the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation.

Article 113 While making major decisions of the Company, the Company's Board of Directors must hear opinions from the Party Org.

Article 114 The Company's Board of Directors shall explain the non-standard audit opinions issued by the accounting firm on the Company's financial statements at the shareholders' meeting.

Article 115 The Board of Directors shall formulate the procedural rules to ensure the Board of Directors fulfill the resolutions passed at the shareholders' meetings, improve working efficiency and ensure rational decision making. The procedural rules of the Board of Directors, as an appendix to the Articles of Association, shall be formulated by the Board of Directors and approved by the shareholders' meeting.

Article 116 The Board of Directors shall determine the authorities relating to, among others, external investments, purchases and sales of assets, asset mortgages, external guarantees, entrusted finance management, related-party transactions and donating, and establish strict investigation and decision-making procedure. For significant investments, the Board of Directors shall arrange for relevant experts and professionals to carry out review and submit reports to the general meeting for approval. Except as otherwise provided in this charter or in the other provisions of this article, the following transactions shall be subject to the approval of The Board of Directors:

- (1) Total amount of assets involved in the transaction accounts for more than 10% of the Company's audited total assets of the latest period; except for total amount of assets involved in the transaction accounts for more than 50% of the Company's audited total assets of the latest period, or purchase and sale of the Company's material assets within a year for more than 30% of the Company's audited total assets of the latest period shall be subject to the approval of the shareholders' meetings. If such assets have both book value and valuation, whichever is higher;
- (2) The amount of net assets related to the subject matter of the transaction (for instance, equity interest) for the most recent financial year accounts for more than 10% of the Company's audited net assets of the latest period, with the absolute amount of the income exceeding 10 million yuan; but the amount of net assets related to the subject matter of the transaction (for instance, equity interest) for the most recent financial year accounts for more than 50 percent of the Company's audited net assets of the latest period, with the absolute amount of the income exceeding 50 million yuan, shall also be subject to the approval of the shareholders' meetings;
- (3) Operating income related to the subject matter of the transaction (for instance, equity interest) for the most recent financial year accounts for more than 10% of the Company's audited operating income of the latest period, with the absolute amount of the income exceeding RMB 10 million; Operating income related to the subject matter of the transaction (for instance, equity interest) for the most recent financial year accounts for more than 50% of the Company's audited operating income of the latest period, with the absolute amount of the income exceeding RMB 50 million shall be subject to the approval of the shareholders' meetings;
- (4) Net profit related to the subject matter of the transaction (for instance, equity

interest) for the most recent financial year accounts for more than 10% of the Company's audited net profit for the same period, with the absolute amount of the net profit exceeding RMB 1 million; net profit related to the subject matter of the transaction (for instance, equity interest) for the most recent financial year accounts for more than 50% of the Company's audited net profit for the same period, with the absolute amount of the net profit exceeding RMB 5 million shall be subject to the approval of the shareholders' meetings;

- (5) Transaction amount (including the debt and expenses incurred) accounts for more than 10% of the Company's audited net assets of the latest period, with the absolute amount of the transaction exceeding RMB 10 million; Transaction amount (including the debt and expenses incurred) accounts for more than 50% of the Company's audited net assets of the latest period, with the absolute amount of the transaction exceeding RMB 50 million shall be subject to the approval of the shareholders' meetings;
- (6) Profit derived from the transaction accounts for more than 10% of the Company audited net profit for the most recent financial year, with the absolute amount of the profit exceeding RMB 1 million; Profit derived from the transaction accounts for more than 50% of the Company audited net profit for the most recent financial year, with the absolute amount of the profit exceeding RMB 5 million shall be subject to the approval of the shareholders' meetings.

In case that a certain figure involved in the aforesaid indicators is of negative value, the absolute value thereof shall be used in the calculation.

The transactions in this Article include but not limited to acquiring or disposing of assets, external investment (including trustee investment and entrusted loan, etc.), leasing in or out assets, appointing others or being appointed for management of assets or business, donating assets or accepting asset donation, restructuring debts or creditor's rights, entering into a licensing agreement, transferring or acquiring R & D projects.

The aforesaid asset acquisition or disposal does not include those related to the day-to-day operation, such as acquisitions of raw materials, fuels and power and sales of products and commodities, except the asset acquisition or disposal involved in asset swaps.

Article 117 The chairman shall exercise the following functions and powers:

- (1) To preside over shareholders' meetings and convene and preside over the meeting of the Board of Directors;
- (2) To supervise and inspect the implementation of resolutions passed by the Board of Directors;
- (3) To sign the negotiable securities issued by the Company;
- (4) To sign the Board of Directors' important documents;
- (5) To exercise the right to specially dispose the Company's affairs to meet the legal regulations and the Company's benefits in case of emergency such as force majeure, including extraordinarily severe natural disasters, etc., and report to the Company's Board of Directors and shareholders' meeting afterwards; and
- (6) To exercise other functions and powers conferred by the Board of Directors.

- Article 118 The Company's deputy chairman shall assist with the chairman's work. Should the chairman be unable or fail to fulfill his duties, the deputy chairman shall fulfill such duties. Should the deputy chairman be unable or fail to fulfill his duties, a director jointly elected by more than half of directors shall fulfill such duties.
- Article 119 The Board of Directors shall hold at least two (2) meetings annually, which shall be convened by the chairman and shall notify all the directors in writing, by telephone or by email ten (10) days in advance.
- Article 120 Shareholders representing more than one-tenth (1/10) of the voting rights, more than one-third (1/3) directors or the Audit, Risk and Compliance Committee may propose the holding of an interim meeting of the Board of Directors. The chairman shall convene and preside over the meeting of the Board of Directors within ten (10) days upon receiving the proposal.
- Article 121 The notification of holding of an interim meeting of the Board of Directors shall be done in writing, by telephone or by email three (3) days prior to the meeting.
- Article 122 In cases where the situation is urgent and an emergency board meeting needs to be convened as soon as possible, the meeting notice can be issued by phone or other oral means at any time. However, the convener shall provide an explanation at the meeting.
- Article 123 The notice concerning the meeting of the Board of Directors shall include the following contents:
- (1) The meeting date and venue;
 - (2) The period of meeting;
 - (3) The particulars and agenda; and
 - (4) The date of notice.
- Article 124 The quorum of a board meeting shall be a simple majority of the directors. Board resolutions shall be passed by a simple majority of all the directors, except as stipulated in this Articles of Association.
One person one vote shall apply to voting for board resolutions.
- Article 125 Any director related to the enterprise or the individual involved in the matters discussed at the meetings of the Board of Directors, shall submit a written report to the Board of Directors in a timely manner. Any director with any affiliation shall not exercise voting rights on such resolutions her/himself or on behalf of other directors. The meetings of the Board of Directors may be held with the quorum of a simple majority of unrelated directors, and resolutions passed by the board meeting shall require a simple majority of votes of unrelated directors. Should less than three (3) unrelated **directors** attend the meeting of the Board of Directors, the matters shall be forwarded to the shareholders' meeting for deliberation.
- Article 126 Holding a meeting and voting for board resolutions can be conducted by means of open vote, a show of hands or, if necessary, video, telephone, fax, email or other means.

When a director could not attend the board meeting in person, he could attend the meeting by proxy provided that delegation in written is given and explicit opinion is expressed after reviewing the proposals.

Article 127 Directors shall attend the meetings of the Board of Directors personally. Where any director is unable to attend the meeting for reasons, he may entrust another director to attend the meeting by means of power of attorney, which shall indicate the proxy's name, the matters entrusted, the authorization scope and effective period and shall bear the entrustor's signature or seal. The director attending the meeting as a proxy shall exercise the right as a director within the authorized scope. Where a director is unable to attend the meeting of the Board of Directors and fails to entrust a proxy to attend the meeting, he shall be deemed as to have waived his voting right at the meeting.

Article 128 The Board of Directors shall produce minutes of the matters discussed at the meeting, and the directors attending the meeting shall sign the minutes.
The minutes of the meetings of the Board of Directors shall be kept in the Company file for at least ten (10) years.

Article 129 The minutes of the meetings of the Board of Directors shall include the following contents:

- (1) The meeting time and venue and the name of convener;
- (2) The name of directors and directors (proxies) entrusted to attend the meeting of the Board of Directors;
- (3) Agenda;
- (4) Key points of directors' speeches; and
- (5) The method of voting for each matter deliberated and the results (the number of votes for, against or abstention shall be stated in the voting results).

Section 3 Independent Directors

Article 130 Independent directors shall, in accordance with the laws, administrative regulations, and rules of the CSRC and the stock exchange, and these Articles of Association, diligently perform their duties, maximize the role of participating in decision-making, supervision and balancing, and professional consultation in the Board of Directors, safeguard the overall interests of the Company and protect the lawful rights and interests of minority shareholders.

Article 131 Independent directors must maintain their independence. The following personnel shall not serve as independent directors:

- (1) Personnel employed by the Company or its affiliated enterprises, as well as their spouses, parents, children and major social relations therewith.
- (2) Natural person shareholders who directly or indirectly hold more than 1% of the shares issued by the Company or are among the top ten shareholders of the Company, as well as their spouses, parents and children.
- (3) Shareholders who directly or indirectly hold more than 5% of the shares issued by the Company, or hold positions among in the top five shareholders of the

Company, as well as their spouses, parents and children.

- (4) Personnel employed in the affiliated enterprises of the Company's controlling shareholder or actual controller, as well as their spouses, parents and children.
- (5) Personnel who have significant business transactions with the Company and its controlling shareholder, actual controller or their respective affiliated enterprises, or who hold positions in entities with significant business transactions and their controlling shareholder or actual controller.
- (6) Personnel providing financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary institutions providing services, review personnel at all levels, personnel affixing signatures to the reports, partners, directors, senior executives and main responsible persons.
- (7) Personnel who fall under any of the circumstances listed in subparagraphs (1) to (6) within the most recent twelve months.
- (8) Other personnel who do not have independence as stipulated by laws, administrative regulations, the CSRC, the business rules of the stock exchange and these Articles of Association.

The affiliated enterprises of the Company's controlling shareholder or actual controller as mentioned in subparagraphs (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company and have not formed an affiliated relationship with the Company in accordance with the relevant regulations.

Independent directors shall conduct self-examination of their independence every year and submit the self-examination results to the Board of Directors. The Board of Directors shall assess the independence of incumbent independent directors every year and issue special opinions, which shall be disclosed concurrently with the annual report.

Article 132 Anyone who serves as an independent director of the Company shall meet the following conditions:

- (1) In accordance with laws, administrative regulations and other relevant provisions, he or she is qualified to serve as a director of a listed company.
- (2) He or she complies with the requirements for independence as stipulated in these Articles of Association.
- (3) He or she possesses basic knowledge on operation of listed companies and is familiar with relevant laws, regulations and rules.
- (4) He or she has more than five years of working experience in law, accounting or economics, etc. necessary to perform the duties of an independent director.
- (5) He has sound personal character and no major records of bad faith or other bad records.
- (6) Other conditions as stipulated by laws, administrative regulations, the rules of the CSRC, the business rules of the stock exchange and these Articles of Association.

Article 133 As members of the Board of Directors, independent directors shall be loyal and diligent to the Company and all shareholders, and shall perform the following duties prudently:

- (1) Participating in the decision-making of the Board of Directors and expressing clear opinions on the matters deliberated.
- (2) of interest between the Company and its controlling shareholder, actual controller, directors and senior executives, and protecting the lawful rights and interests of minority shareholders.
- (3) Providing professional and objective suggestions for the Company's operation and development to promote the improvement of the decision-making level of the Board of Directors.
- (4) Other duties as prescribed by laws, administrative regulations, the CSRC and these Articles of Association.

Article 134 Independent directors shall exercise the following special powers:

- (1) Independently engaging intermediary institutions to audit, consult or verify specific matters of the Company.
- (2) Putting forward a proposal to the Board of Directors to convene an interim shareholders' meeting.
- (3) Putting forward a proposal to convene a meeting of the Board of Directors.
- (4) Publicly soliciting shareholders' rights from shareholders in accordance with the law.
- (5) Expressing independent opinions on matters that may harm the rights and interests of the Company or minority shareholders.
- (6) Other powers as prescribed by laws, administrative regulations, the CSRC and these Articles of Association.

Independent directors exercising the powers listed from subparagraphs (1) to (3) of the preceding paragraph shall obtain the consent of more than half of all independent directors.

If an independent director exercises the powers listed in Paragraph 1, the Company shall disclose it in a timely manner. If the aforesaid powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Article 135 The following matters shall be submitted to the Board of Directors for deliberation after being approved by more than half of all independent directors of the Company:

- (1) Affiliated transactions that shall be disclosed.
- (2) Plans for the Company and affiliated parties to change or waive their commitments.
- (3) The decisions made and measures adopted by the Board of Directors of the acquired listed company regarding the acquisition.
- (4) Other matters as stipulated by laws, administrative regulations, the CSRC and these Articles of Association.

Article 136 The Company shall establish a special meeting mechanism attended entirely by

independent directors. When the Board of Directors deliberates matters such as affiliated transactions, they shall be approved in advance by a special meeting of independent directors.

The Company shall hold special meetings for independent directors on a regular or irregular basis. The matters listed from subparagraphs (1) to (3) of paragraph 1 of Article 134 and Article 135 of these Articles of Association shall be deliberated by a special meeting of independent directors.

The special meetings of independent directors may study and discuss other matters of the Company as needed.

A special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of independent directors. When the convener fails to or is unable to perform his or her duties, two or more independent directors may convene a meeting and elect one representative to preside over the meeting on their own initiative.

Meeting minutes shall be prepared for a special meeting of independent directors as prescribed, and the opinions of independent directors shall be stated in the meeting minutes. Independent directors shall affix signatures to the meeting minutes for confirmation.

The Company shall provide convenience and support for the convening of special meetings of independent directors.

Section 4 Special Committees of the Board of Directors

Article 137 The Board of Directors of the Company shall establish an Audit, Risk and Compliance Committee to exercise the powers of the board of supervisors as prescribed by the Company Law.

Article 138 The members of the Audit, Risk and Compliance Committee shall consist of more than 3 directors who do not serve as senior executives in the Company. There shall be more than half independent directors, and the convener shall be an accounting professional among the independent directors.

Article 139 The Audit, Risk and Compliance Committee shall be responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for deliberation after being approved by more than half of all members of the Audit Committee:

- (1) Disclosing financial information in financial accounting reports and periodical reports, as well as internal control evaluation reports.
- (2) Engaging or dismissing accounting firms that undertake the auditing business of listed companies.
- (3) Appointing or dismissing the financial officer of a listed company.
- (4) Making changes in accounting policies, accounting estimates or corrections of major accounting errors for reasons other than changes in accounting standards.
- (5) Other matters as stipulated by laws, administrative regulations, the CSRC and these Articles of Association.

Article 140 The Audit, Risk and Compliance Committee shall hold at least one meeting every quarter. An interim meeting may be convened upon proposal of two or more members or when the convener deems it necessary. The meeting of the Audit, Risk and Compliance Committee must be held only when more than two-thirds of the members are present.

A resolution of the Audit, Risk and Compliance Committee shall be adopted by more than half of the members of the Audit Committee.

In voting on a resolution of the Audit Committee, each member shall have one vote.

The resolutions of the Audit, Risk and Compliance Committee shall be recorded in meeting minutes as required, and the members of the Audit, Risk and Compliance Committee attending the meeting shall affix signatures to the meeting minutes.

The working procedures of the Audit, Risk and Compliance Committee shall be developed by the Board of Directors.

Article 141 The Board of Directors of the Company shall set up other special committees such as Strategy and ESG, Nomination, Remuneration and Evaluation, etc., to perform their duties in accordance with these Articles of Association and the authorization of the Board of Directors. The proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision-making. The working procedures of the special committees shall be developed by the Board of Directors.

Article 142 The main responsibility of the Strategy and ESG Committee is to evaluate the Company's development strategies, major investment decisions as well as ESG-related strategies, policies and working mechanisms and make recommendations.

Article 143 The nomination committee shall be responsible for developing the selection criteria and procedures for directors and senior executives, selecting and reviewing the candidates of directors and senior executives and their qualifications, and putting forward suggestions to the Board of Directors on the following matters:

- (1) Nominating or appointing and removing directors.
- (2) Appointing or dismissing senior executives.
- (3) Other matters as stipulated by laws, administrative regulations, the CSRC and these Articles of Association.

If the Board of Directors fails to adopt or fully adopt the suggestions of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for non-adoption in the resolution of the Board of Directors and make disclosure.

Article 144 The remuneration and evaluation committee shall be responsible for developing evaluation standards for directors and senior executives and conducting evaluation of directors and senior executives, developing and reviewing the remuneration decision-making mechanism, decision-making process, arrangements for payment and cessation of payment and recourse and other remuneration policies and plans for directors and senior executives, and putting forward suggestions to the Board of Directors on the following matters:

- (1) Remuneration of directors and senior executives.
- (2) Development of or amendment to equity incentive plans or employee stock ownership plans, and the achievements of the conditions for the incentive recipients to obtain rights and exercise rights.
- (3) Directors and senior executives arrange for shareholding plans in the subsidiaries to be spun off.
- (4) Other matters as stipulated by laws, administrative regulations, the CSRC and these Articles of Association.

If the Board of Directors fails to adopt or fully adopt the suggestions of the remuneration and evaluation committee, the opinions of the remuneration and evaluation committee and the specific reasons for non-adoption shall be recorded in the resolution of the Board of Directors and be disclosed.

Chapter 6 Party Organization

Article 145 In accordance with the Constitution of the Communist Party of China, Party Org. shall be established with the approval of Party Org. at higher levels.

Article 146 The Party Org. of the Company is elected by the general assembly of Party members, and the term of office is usually three years. When the term of office expires, a new election shall be held as scheduled.

Article 147 The members of the leading team of the Party Org. of the Company are generally 3 to 7 people, with a maximum of 9 people, and the secretary of the Party Org. is 1 person, and a deputy secretary can be set up if necessary.

Article 148 The main functions of the corporate party organization include:

- (1) Strengthening the political construction of the Party, raising its political position, strengthening its political leadership, enhancing its political capacity, preventing political risks, educating and guiding all Party members to resolutely safeguard the position of General Secretary Xi Jinping as the core of the CPC Central Committee and the core of the Party as a whole, and to resolutely safeguard the authority of the CPC Central Committee and centralized and united leadership;
- (2) Learning and implementing the ideology of Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, carrying out and implementing the Party's policies and guidelines, and ensuring that major decisions and deployments of the CPC Central Committee and resolutions of the higher-level Party Org. are implemented in the Company, and promote the Company to assume its responsibilities and missions, focus on its main responsibilities and main business, serve the major national strategies, and fully fulfill its economic, political and social responsibilities;
- (3) Fulfill the company's overall responsibility for strict Party governance, support the disciplinary inspection and supervision institutions in performing their supervisory duties, and promote the extension of strict Party governance to the grassroots level;

- (4) Strengthen the Party's style of work within the company, strictly implement the Central Eight-point Regulation, resolutely oppose the "four forms of decadence", especially formalism and bureaucracy;
- (5) Strengthen the construction of grassroots Party Org. and the team of Party members, unite and lead the staff and workers to actively participate in the company's reform and development;
- (6) Lead the company's ideological work, political work, cultural and ethical construction, united front work, and lead the company's trade unions, youth leagues and other mass organizations.

Chapter 7 Senior Executives

Article 149 The Company shall establish **one (1) general manager**, who shall be appointed or dismissed by the Board of Directors.

The Company shall establish deputy general manager(s) according to the need of development, who shall be appointed or dismissed by the Board of Directors.

Article 150 The circumstances concerning the unsuitability to act as directors and resignation Management System as stated in the Articles of Association shall apply to senior executives as well.

The regulations concerning directors' fiduciary duties as stated in the Articles of Association shall also be applicable to the senior executives.

Article 151 A person who holds an administrative position other than a director or a supervisor in an entity as the Company's controlling shareholder or actual controller shall not serve as a senior executive of the Company. The Company's senior executives are paid only by the Company and are not paid by the controlling shareholder on behalf of the Company.

Article 152 General manager has a tenure of three (3) years and may be reappointed if reelected.

Article 153 General manager report to the Board of Directors and exercise following functions and powers:

- (1) To take charge of the Company's production operations management, organize the implementation of the resolutions passed by the Board of Directors and report to the Board of Directors;
- (2) As the legal representative of the Company, to sign documents needed to be signed by the Company's legal representative;
- (3) As the legal representative of the Company, to exercise the functions and powers of a legal representative;
- (4) To organize the implementation of the Company's annual business plans and investment plans;
- (5) To formulate plans for the establishment of the Company's internal management regulations;

- (6) To formulate the Company's basic management systems;
- (7) To formulate the Company's specific rules and regulations;
- (8) To propose to the Board of Directors the appointment or dismissal of the Company's deputy general manager and chief financial officer;
- (9) To determine the appointment or dismissal of management personnel other than those appointed or dismissed by the Board of Directors;
- (10) To formulate the salary, welfare and punishment & reward of the Company's employees, determine the appointment and dismissal of the Company's employees;
- (11) Other functions and powers endowed by the Articles of Association or the Board of Directors.

General manager shall attend the meeting of the Board of Directors as a without voting delegate, unless the general manager acts as a director concurrently.

Article 154 General manager shall make implementation rules for the work of general manager and submit them for the approval of the Board of Directors before implementation.

Article 155 The detailed rules for the work of general manager shall include the following contents:

- (1) The conditions, procedures and attendees of general manager's meeting;
- (2) The specific responsibilities and work division of general manager and other senior executives;
- (3) The use of the Company's capital and assets, the authority to sign material contracts and the system of reporting to the Board of Directors ; and
- (4) Other matters that the Board of Directors considers necessary.

Article 156 The general manager may resign before the expiry of his tenure. The specific procedures and methods for the general manager's resignation shall be regulated in the labor contract between the general manager and the Company.

Article 157 The deputy general manager shall report to the general manager.

Article 158 The Company shall establish the secretary of the Board of Directors, who takes charge of preparing for the shareholders' meetings and the Board of Directors' meetings, keeping documents, managing shareholders' materials and dealing with information disclosure, etc. of the Company.

The secretary of the Board of Directors shall abide by the laws, administrative regulations, departmental rules and the Articles of Association.

Article 159 Senior executives shall be liable for the losses suffered by the Company due to such senior executives' violation of laws, administrative regulations, departmental rules or the Articles of Association during the performance of duties in the Company. Where a senior executive causes damage to others while performing his or her duties for the Company, the Company shall assume liability for compensation. Where a senior executive has intentional acts or gross negligence, he or she shall also assume liability for compensation.

Where the controlling shareholder or actual controller of the Company instructs senior

executives to conduct acts that harm interests of the Company or shareholders, they shall assume joint and several liability with such senior executives.

Article 160 The senior executives of the Company shall faithfully perform their duties and act in the best interests of the Company and all shareholders. Where any senior executive fails to perform his/her duties faithfully or breaches his/her obligation of good faith, and thereby causes damage to the Company's interests or the shareholders of public shares, he/she shall be liable for compensation according to the law.

Chapter 8 Financial and Accounting Systems, Profit Distribution and Audit

Section 1 Financial and Accounting Systems

Article 161 The Company shall create its financial and accounting systems according to the laws, administrative regulations and regulations of related national departments.

Article 162 The Company shall submit and disclose its annual reports to the local branch of CSRC and Stock Exchange in four (4) months after the end of every fiscal year; submit and disclose semi-annual reports to the local branch of CSRC and Stock Exchange in two (2) months after the end of the first half of each fiscal year; and submit and disclose quarterly reports to the local branch of CSRC and Stock Exchange in one (1) month after the end of the first quarter and the first three quarters of each fiscal year. The abovementioned reports shall be prepared according to related laws, administrative regulations and departmental rules.

Article 163 The Company shall not keep financial accounts other than those required by law. No asset of the Company shall be deposited in any account opened in the name of any individual.

Article 164 When distributing its after-tax profits, the Company shall withdraw 10% of its after-tax profit as the Company's statutory reserve. The Company's statutory reserve, if accumulatively amounting to more than 50% of the Company's registered capital, may not be withdrawn any more.

Where the statutory reserve of the Company is insufficient to cover the Company's losses from the previous year, the profit of current year shall be used to cover the losses of the very year before the withdrawal of statutory reserve pursuant to the regulations of the previous paragraph.

After withdrawing statutory reserve from after-tax profit, the Company could still withdraw discretionary reserve from after-tax profit according to the resolution of the shareholders' meeting.

After loss covering and withdrawal of reserve, the Company's remainder after-tax profit shall be distributed to shareholders in proportion to the shares held by them, unless otherwise stipulated in the Articles of Association.

Where the Company distributes profits to shareholders in violation of the provisions of the Company Law, the shareholders shall refund the profits distributed by the

Company, and the shareholders and the concerned directors and senior executives shall be held liable for compensation if any loss is caused to the Company.

The Company's shares held by the Company shall not be included in profit distribution.

Article 165 The Company's reserve shall be used to cover the Company's losses, expand its production operations or increase its registered capital. Where surplus reserves are used to cover loss of the Company, the discretionary and statutory surplus reserves shall be first used; and if they are insufficient for covering losses, the capital surplus reserves may be used according to the provisions.

Should the statutory reserve be converted to increased registered capital, the remainder amount of such reserve shall not be lower than 25% of the Company's registered capital before conversion.

Article 166 The basic principles of the Company's profit distribution policy:

- (1) The Company fully considers the return to investors and, annually, allocates dividends to shareholders according to the regulated proportion of distributable profit in the consolidated statements realized in the very year. Should previous losses have yet to be covered, the amount after losses covering shall be taken as the base amount for calculating the profit distribution proportion;
- (2) The Company's profit distribution policy shall be kept continuous and stable, while giving concurrent consideration to the Company's long-term interest, all shareholders' overall benefits and the Company's sustainable development; and
- (3) The Company gives priority to cash dividends as a profit-distribution method.

The specific policies for profit distribution of the Company are as shown below:

- (1) Form of profit distribution: The Company distributes dividends in the form of cash, stock or the combination of cash and stock. The Company may execute mid-term profit distribution should the circumstances permit.
- (2) Specific conditions for and proportion of cash dividends of the Company: Except for special circumstances, the Company shall distribute dividends in cash when it is profitable for the current year and the cumulative undistributed profits are positive, the annual cash dividends shall not be less than 30% of the distributable profits shown in the consolidated financial statements. In addition to that, except for special circumstances, the Company shall distribute dividends in cash when it is profitable for the current year, the cumulative undistributed profits are positive and the Company's leverage ratio (Net Debt / EBITDA) is no higher than 2, the annual cash dividends shall not be less than 40% of the distributable profits shown in the consolidated financial statements.

The "special circumstances" refer to situations where the Company will make significant investments (i.e., investments exceeding CNY 500 million) in the coming year, the Company's asset liability ratio exceeds 80%, and other situations where the distribution is not approved by the Board of Directors and the Shareholders' Meeting by special resolution.

- (3) Conditions for the Company to grant stock dividends

When the Company enjoys sound operations, and the Board of Directors considers the Company's stock prices do not correspond to the Company's

capital stock scale and the granting of stock dividends is beneficial for the overall benefits of the Company's shareholders, then the Company may bring forward the preplan for the distribution of stock dividends under the circumstance of meeting the abovementioned conditions for cash dividends.

The procedures for deliberating the Company's profit-distribution plan:

- (1) The Company's profit distribution plan shall be drafted by the Company's senior executives before being submitted to the Company's Board of Directors for deliberation. The Board of Directors shall fully discuss the rationality of the profit-distribution plan, and form special resolution before submitting the resolution to the shareholders' meeting for deliberation.
- (2) Should the Company be unable to execute cash dividends for reason of the aforesaid special circumstances in this article, the Board of Directors shall give a specific description of the particular reasons causing the non-distribution of cash dividends, the exact purpose of the Company's retained benefit and the predicted investment yield, etc. The special description shall be submitted to the shareholders' meeting for deliberation and be disclosed at the media specified by the Company. The Company shall also state the aforesaid contents in its annual report in detail.

Implementation of the Company's profit-distribution plan:

After the shareholders' meetings of the Company passes resolution on the profit-distribution plan, or after the Board of Directors of the Company has formulated a specific plan based on the conditions and ceiling of the interim dividend for the next year reviewed and approved by the annual shareholders' meeting, the Company's Board of Directors shall complete the distribution of dividends (or shares) within two (2) months.

Article 167 Change of the Company's profit distribution policy:

The Company may adjust its profit-distribution policy should the Company encounter force majeure such as war and natural disasters, etc., or the Company's external operation environment change and such change materially affects the Company's production operations, or the Company's own operation condition change greatly.

Should the Company adjust the profit-distribution policy, the Board of Directors shall give a special demonstration, expound the reasons for adjustment in detail and form written demonstration reports, which shall be examined by independent directors and passed by the shareholders' meeting in the form of a special resolution. When the change of the profit-distribution policy is deliberated, the Company may provide online voting method to the shareholders.

Section 2 Internal Control, Risk Management & Internal Audit

Article 168 The Company shall implement an internal-audit system clearly defining the leadership structure, responsibilities and authorities, personnel allocation, financial guarantee, application of audit results and accountability for the internal audit work. The internal audit system of the Company shall be implemented after being approved by the Board of Directors and disclosed externally.

Article 169 The internal audit institution of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other matters.

Article 170 The internal audit institution shall be responsible to the Audit, Risk and Compliance Committee. During the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information, the internal audit institution shall accept the supervision and guidance of the Audit, Risk and Compliance Committee. When the internal audit institution discovers any major problem or lead, it shall immediately report directly to the Audit, Risk and Compliance Committee .

Article 171 The specific organization and implementation of the company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and deliberated by the Audit, Risk and Compliance Committee.

Article 172 When the Audit, Risk and Compliance Committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit institutions shall actively cooperate with them and provide necessary support and collaboration.

Section 3 Engagement of Accounting Firm

Article 173 The Company shall employ an accounting firm that comply with the provisions of the Securities Law to audit the Company's accounting statements, verify net assets and provide other related consulting deputies, etc. The employment term is **one (1) year** and may be renewed after expiration.

Article 174 The Company's employment of the accounting firm must be proved by the shareholders' meeting. The Board of Directors shall not appoint or dismiss any such firm before the resolution of the shareholders' meeting.

Article 175 The Company guarantees to provide authentic and complete accounting vouchers, account books, financial and accounting statements as well as other accounting materials to the accounting firm employed, and shall not refuse to provide or attempt to conceal the aforesaid or give false information.

Article 176 The audit fees of the accounting firm shall be determined by the shareholders' meeting.

Article 177 Should the Company intend to dismiss or not to continue with the employment of the accounting firm, it shall notify the said firm **thirty (30)** days in advance. When the shareholders' meeting votes on the dismissal of the accounting firm, the firm concerned is allowed to state its opinions.

Should the accounting firm propose to quit, it shall state to the shareholders' meeting

whether or not there is anything inappropriate circumstances in the Company.

Chapter 9 Notice and Announcements

Section 1 Notice

Article 178 The Company's notices shall be sent by the following means:

- (1) By hand;
- (2) By mail;
- (3) By telephone;
- (4) By announcement;
- (5) Via Company's website;
- (6) By other means prescribed in the Articles of Association.

Article 179 A notice sent by the Company by announcement, once announced, shall be deemed as received by all related personnel.

Article 180 The notice concerning the Company's holding of shareholders' meetings shall be sent by announcement.

Article 181 The notice concerning the holding of the Board of Directors' meetings shall be sent in writing, by telephone, by email.

Article 182 Notices sent by hand shall be deemed effectively served on the day when the addressee signs (or seals) the receipt; notices sent by mail shall be deemed effectively served on the fifth working day upon its delivery to the post office; and the notices sent by announcement shall be deemed effectively served on the date of its first publication, Notices sent by email shall be deemed effectively served when the email arrives at the information system of the addressee, and notices via telephone shall be deemed effectively served when the addressee answers the telephone.

Article 183 Should any notice of a meeting fail to be delivered to any person entitled to receive such notice or such person fail to receive the notice of the meeting, the meeting and the resolutions adopted therein shall not become invalid thereby.

Section 2 Announcements

Article 184 The Company has designated the media and websites that comply with the provisions of the Securities Law as the platforms for publishing the Company's announcements and other information that needs to be disclosed.

Chapter 10 Merger, Division, Capital Increase, Capital Decrease, Dissolution and Liquidation

Section 1 Merger, Division, Capital Increase and Capital Decrease

Article 185 The merger of the Company may take the form of either merger by absorption or merger by consolidation.

One company absorbing another company is merger by absorption, and the company absorbed shall be dissolved. Two companies merged to establish a new company is merger by consolidation, and both parties merged are dissolved respectively.

Article 186 In the event of the Company's merger, the parties involved in the merger shall sign a merger agreement and prepare balance sheets and property lists. The Company, from the date when the resolution on merger is made, shall notify its creditors within ten (10) days and publish an announcement in media and websites that comply with the provisions of the Securities Law or National Enterprise Credit Information Publicity System within thirty (30) days.

The creditors may require the Company to discharge debts or provide corresponding guarantees for such debts within thirty (30) days after receiving the notification or within forty-five (45) days from the date of the announcement should no notification be received.

Where the price paid by the Company for a combination does not exceed 10% of the Company's net assets, a resolution of its shareholders' meeting is not required, except as otherwise prescribed in these Articles of Association.

Where a resolution of the shareholders' meeting of the Company is not required regarding a combination of the Company under the preceding, it shall be resolved by the board of directors.

Article 187 In the event of the merger, the obligatory rights and debts of all the merging parties shall be inherited by the subsisting company or the company newly established after the merger.

Article 188 Where the Company is divided, its property shall be separated accordingly.

In the event of division, the Company shall prepare balance sheets and property lists. From the date the resolution on division is made, the Company shall notify its creditors within ten (10) days and shall publish an announcement in media and websites that comply with the provisions of the Securities Law or National Enterprise Credit Information Publicity System within thirty (30) days.

Article 189 The Company's debts prior to the division shall be assumed jointly by the companies arising from the division, unless otherwise stipulated in the written agreement reached by the Company before its division with its creditors on the discharge of debts.

Article 190 For decreasing its registered capital, the Company shall prepare balance sheets and property lists.

From the date on which the resolution on the decrease of registered capital is made, the Company shall notify its creditors within ten (10) days and shall publish an announcement in media and websites that comply with the provisions of the Securities

Law or National Enterprise Credit Information Publicity System within thirty (30) days. The creditors are entitled to request the Company to discharge the debts or provide corresponding guarantees for such debts within thirty (30) days after receiving the notification or within forty-five (45) days from the date of the announcement should no notification be received.

Where the Company reduces its registered capital, the Company shall reduce the corresponding capital contribution or shares on the basis of the proportion of shares held by shareholders, except as otherwise provided for by the laws or these Articles of Association.

Article 191 Where the loss of the Company cannot be fully covered under Paragraph 2 of Article 165 of these Articles of Association, the Company may reduce its registered capital to cover loss. If loss is covered by reduction of the registered capital, the Company may neither distribute the reduction to the shareholders nor exempt the shareholders from the obligation of making capital contribution or payment for shares.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of Paragraph 2 of Article 190 of these Articles of Association shall not apply, but an announcement shall be made in media and websites that comply with the Securities or in the National Enterprise Credit Information Publicity System within 30 days from the date when the shareholders' meeting makes a resolution to reduce the registered capital.

After reducing its registered capital under the preceding two paragraphs, the Company shall not distribute profits before the cumulative amount of the statutory and discretionary surplus reserves reaches 50% of the registered capital of the Company.

Article 192 In case the Company's registered items change after its merger or division, the Company shall handle the registration of alteration with the company registration authorities according to the laws. In case of dissolution, the Company shall handle the deregistration according to the laws. In case of the establishment of a new company, the Company shall handle the registration of company establishment according to the laws.

In case of increasing or decreasing registered capital, the Company shall handle the registration of alteration with the company registration authorities according to the laws.

Article 193 Where the registered capital is reduced in violation of the Company Law and other relevant provisions, the shareholders shall return the funds received by them, and the original state shall be restored if shareholders are granted exemption from or reduction of capital contribution; and if any loss is thus caused to the Company, the shareholders and liable directors, and senior executives shall pay damages.

Article 194 Where the Company offers new shares to increase its registered capital, the shareholders do not have the preemptive rights to subscribe for new shares, except as otherwise prescribed in these Bylaws or unless the shareholders' meeting adopts a resolution to decide that the shareholders have the preemptive rights to subscribe for new shares.

Section 2 Dissolution and Liquidation

Article 195 The Company may be dissolved for the following reasons:

- (1) The business term regulated in the Articles of Association has expired or other causes in the Articles of Association for dissolution emerge;
- (2) The shareholders' meeting has adopted a resolution for dissolution;
- (3) Dissolution is required for the Company's merger or division;
- (4) The Company is revoked of its business license, ordered to close or cancelled according to the laws; and
- (5) The Company runs into difficulties in operations and management, and its continuous survival will bring material losses to shareholders' interests and such difficulties cannot be solved by other means. In such case, shareholders holding more than 10% of voting rights may appeal to People's Court to dissolve the Company.

If any of the situations as mentioned in the preceding paragraph arises, the Company shall publicize the situations through the National Enterprise Credit Information Publicity System within ten (10) days.

Article 196 Under the circumstances stipulated in Item (1) or (2), Article 195, of the Articles of Association and has not yet distributed property to shareholders, the Company may survive continuously by amending the Articles of Association or by resolution of the shareholders' meeting..

Amendment to the Articles of Association or adoption of a resolution at a shareholders' meeting according to the regulations of preceding paragraph must be passed by more than 2/3 voting rights held by the shareholders attending the shareholders' meeting.

Article 197 Where the Company is dissolved in accordance with the Items (1), (2), (4) and (5) of Article 195 hereof, the Company shall conduct liquidation.

Directors, as the liquidation obligors of the Company shall establish a liquidation group within fifteen (15) days since the occurrence of the cause for dissolution to conduct liquidation. The liquidation group shall consist of directors except as otherwise prescribed in these Articles of Association or unless any other person is selected through a resolution of the shareholders' meeting.

Where the liquidation obligors fail to perform their liquidation obligations in a timely manner, causing any loss to the Company or any creditor, the liquidation obligors shall assume liability for compensation.

Article 198 Where a company shall be liquidated under paragraph 1 of Item (1) Article 197 but a liquidation group fails to be formed within the prescribed time limit or liquidation is not conducted after the formation of a liquidation group, an interested person may petition a people's court to designate the relevant persons to form a liquidation group to conduct liquidation. The people's court shall accept the petition, and organize the liquidation by the liquidation group in a timely manner.

Where a company is dissolved under subparagraph (4) of paragraph 1 of Article 195 of this Articles of Association, the department or company registration authority

making the decision to impose a forfeiture of business license, order closedown, or abolish the company may petition a people's court to designate the relevant persons to form a liquidation group to conduct liquidation.

Article 199 The liquidation group shall exercise the following functions and powers during the liquidation period:

- (1) To sort out the Company's property and prepare the balance sheets and property lists;
- (2) To notify and publish announcements to creditors;
- (3) To handle the Company's outstanding business related to liquidation;
- (4) To pay taxes in arrear and those arising from the liquidation;
- (5) To settle claims and debts;
- (6) To distribute the Company's remainder property after discharging of debts; and
- (7) To participate in civil actions on behalf of the Company.

Article 200 From the date of its establishment, the liquidation group shall notify creditors within ten (10) days and publish an announcement in media and websites that comply with the provisions of the Securities Law or the National Enterprise Credit Information Publicity System within sixty (60) days. The creditors shall declare creditor's rights to the liquidation group within thirty (30) days after receiving the notification or within forty-five (45) days after the date of the announcement should no notification be received.

When declaring creditor's rights, creditors shall describe the matters related to such rights and provide related documentary evidence. The liquidation group shall register such rights.

During the declaration of the creditor's rights, the liquidation group shall not make any repayment to creditors.

Article 201 After sorting out the Company's property and preparing balance sheets and property lists, the liquidation group shall make a liquidation plan and submit it to the shareholders' meeting or People's Court for confirmation.

After payment of the liquidation fee, employees' salary, social insurance premium and statutory compensation, taxes in arrear and repayment of the Company's debts, the Company's remainder property shall be allocated to shareholders in proportion to the shares held by them.

During the liquidation, the Company survives, but shall not develop operating activities unrelated to liquidation. The Company's property shall not be distributed to shareholders prior to discharge according to the foregoing provision.

Article 202 Should the liquidation group discover that the Company's property be insufficient to discharge debts after sorting out the Company's property and preparing the balance sheets and property lists, the liquidation group shall apply to People's Court to liquidation according to the laws.

After the people's court accepts the application for bankruptcy, the liquidation group shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Article 203 After the liquidation of the Company, the liquidation group shall make a liquidation report, which shall be confirmed by the shareholders' meeting or People's Court, and shall be reported to the company registration organ to cancel the Company's registration and announce the Company's termination.

Article 204 Members of the liquidation have the duty of loyalty and duty of diligence to fulfill their liquidation obligation.

Members of the liquidation are negligent in performing their liquidation obligations, causing any loss to the Company, they shall be liable for compensation.

Should any member of the liquidation group cause losses to the creditors on purpose or due to gross negligence, this member shall be liable for his liabilities.

Article 205 Upon being declared bankrupt according to the laws, the Company shall implement bankruptcy liquidation according to the laws concerning enterprise bankruptcy.

Chapter 11 Amendments of the Articles of Association

Article 206 Under one of the following situations, the Company shall amend the Articles of Association:

- (1) The Articles of Association contradict any provisions of the amended version of the Company Law or other related laws and administrative regulations;
- (2) Change of the Company's circumstances results in inconsistency with the items set out in the Articles of Association; and
- (3) The shareholders' meeting decides to amend the Articles of Association.

Article 207 The particulars of the amendments to the Articles of Association adopted at the shareholders' meeting in the form of a resolution shall be approved by related competent authority where necessary. Should any amendment involve the Company's registered items, the change of registration shall be handled according to the laws.

Article 208 The Board of Directors shall amend the Articles of Association according to the resolution passed by the shareholders' meeting on amending the Articles of Association and the related competent authority's examination and approval opinions.

Article 209 Should the amendments to the Articles of Association need to be disclosed pursuant to the laws and regulations, they shall be disclosed accordingly.

Chapter 12 Supplementary Provisions

Article 210 Interpretations

- (1) A "**controlling shareholder**" refers to a shareholder who holds more than 50% of the Company's total share capital; or a shareholder though whose proportion

of shares is no more than 50%, the voting rights vested in the shares he holds is enough to produce great influence on a resolution of the shareholders' meeting.

- (2) An **“actual controller”** refers to natural persons, legal entities or other organizations who could actually dominate the Company's behavior through investment, agreement or other arrangements.
- (3) **“Connections”** refer to the relationship between the Company's controlling shareholders, actual controllers, directors, senior executives, and the enterprises controlled by them, directly or indirectly, and other relationships that will possibly induce the transfer of the Company's interests. However, connections shall not simply arise among state-holding enterprises when they are held by the states.

Article 211 The Board of Directors may formulate detailed rules for the Articles of Association in accordance with the regulations herein. The detailed rules for the Articles of Association shall not conflict with the regulations herein.

Article 212 The Articles of Association is written in Chinese. Should there be any discrepancy between the Articles of Association and that written in any other language or that of different versions, the latest Chinese version of the Articles of Association and registered with Beijing Municipal Administration for Market Regulation shall prevail.

Article 213 The phrases “more than”, “within” herein for the numbers include the numbers indicated, while the phrases “exceeding”, “less than”, “more than”, “lower than”, and “other than” exclude the numbers indicated.

Article 214 The Company's Board of Directors is responsible for the interpretation of the Articles of Association.

Article 215 Appendixes to the Articles of Association include the Procedural rules for the General Meetings of Shareholders (Appendix 1), Procedural rules for the Board of Directors (Appendix 2). In the event of any inconsistency between the terms of the Rules of Procedure and these Articles of Association, these Articles of Association shall prevail.

Article 216 In case of any conflict between this Articles of Association and the provisions of laws, administrative regulations and normative documents issued from time to time, the provisions of laws, administrative regulations and normative documents shall prevail.

Article 217 The Articles of Association shall be implemented from the date it is adopted at the shareholders' meeting.

Bluestar Adisseo Company

January 30, 2026