
中新苏州工业园区开发集团股份有限
公司章程(草案)



(经 2019 年第 5 次临时股东大会审议通过)

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第一章 总则

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

第二条 中新苏州工业园区开发集团股份有限公司(以下简称公司)系依照《公司法》、《关于设立外商投资股份有限公司若干问题的暂行规定》和其他有关规定成立的外商投资股份有限公司。

公司于 2008 年 4 月 11 日经中华人民共和国商务部以“商资批[2008]436 号”《关于同意中新苏州工业园区开发有限公司变更为外商投资股份有限公司的批复》批准，由原中新苏州工业园开发有限公司变更设立为外商投资股份有限公司，并于 2008 年 6 月 30 日在江苏省工商行政管理局注册登记，取得注册号为 320594400000045 的《企业法人营业执照》。

第三条 公司于[]年[]月[]日经中国证券监督管理委员会(以下简称中国证监会)核准，首次向社会公众发行人民币普通股[]股，于[]年[]月[]日在[]证券交易所上市。

第四条 公司注册名称：中新苏州工业园区开发集团股份有限公司
英文名称：China-Singapore Suzhou Industrial Park Development Group Co., Ltd

第五条 公司住所：江苏省苏州市苏州工业园区月亮湾路15号中新大厦48楼，邮政编码为：215123

第六条 公司注册资本为人民币[]元。

第七条 公司为永久存续的股份有限公司。

第八条 董事长为公司的法定代表人。

第九条 公司全部资产分为等额股份，股东以其认购的股份为限对公司承担责任，公司以其全部资产对公司的债务承担责任。

第十条 本公司章程自生效之日起，即成为规范公司的组织与行为、公司与股东、股东与股东之间权利义务关系的具有法律约束力的文件，对公司、股东、董事、监事、高级管理人员具有法律约束力的文件。依据本章程，股东可以起诉股东，股东可以起诉公司董事、监事、总裁和其他高级管理人员，股东可以起诉公司，公司可以起诉股东、董事、监事、总裁和其他高级管理人员。

第十一条 本章程所称其他高级管理人员是指公司的副总裁、董事会秘书及财务总监。

第十二条 根据《中国共产党章程》规定，设立中国共产党中新苏州工业园区开发集团股份有限公司委员会（以下简称公司党委），公司党委发挥领导核心和政治核心作用，把方向、管大局、保落实。公司要建立党的工作机构，配备足够数量的党务工作人员，保障党组织的工作经费。

第二章 经营宗旨和范围

第十三条 公司的经营宗旨：(1)充分借鉴和学习新加坡在经济和城市管理方面的成功经验，按国际化标准成片开发、建设城市地块或固定区域；(2)为投资者创造一个良好的投资环境，并以效益为中心，以市场为导向，不断改善股份公司的经营管理体制和技术水平；(3)追求股东权益和社会效益最大化，向高水平城市运营商的目标迈进。

第十四条 经依法登记，公司的经营范围为：进行土地一级开发与经营、工业厂房及科研载体的开发与运营、物业管理、项目管理、酒店的经营管理、咨询服务、产业与基础设施开发；投资、举办企业；国家允许进行的其他业务活动；房地产开发与经营(不含除长租公寓以外的住宅)。(依法须经批准的项目，经相关部门批准后方可开展经营活动)

公司根据业务发展需要，可以在不违反中国法律以及履行了所有必要的审批或批准手续后，增加、减少或者调整经营范围和经营方式。

第三章 股份

第一节 股份发行

第十五条 公司的股份采取股票的形式。

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

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

第十七条 公司发行的股票，以人民币标明面值。

第十八条 公司发行的股份，在中国证券登记结算有限责任公司[]分公司集中存管。

第十九条 公司发起人的出资时间均为2008年，各发起人的名称、认购的股份数、出资方式和持股比例如下表所示：

发起人名称	认购股份数(万股)	出资方式	持股比例
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苏州中方财团控股股份有限公司	70,148	净资产	52%
新加坡-苏州园区开发财团	37,772	净资产	28%
港华投资有限公司	13,490	净资产	10%
苏州新区高新技术产业股份有限公司	6,745	净资产	5%
新工集团私人有限公司	6,745	净资产	5%
合计	134,900		100%

第二十条 公司股份总数为[]股，均为人民币普通股。

第二十一条 公司或公司的子公司(包括公司的附属企业)不以赠与、垫资、担保、补偿或贷款等形式，对购买或者拟购买公司股份的人提供任何资助。

第二节 股份增减和回购

第二十二条 公司根据经营和发展的需要，依照法律、法规的规定，经股东大会分别作出决议，可以采用下列方式增加资本：

- (一)公开发行股份；
- (二)非公开发行股份；
- (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。

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

第二十四条 公司不得收购本公司股份，但是，有下列情形之一的除外：

- (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)股东因对股东大会作出的公司合并、分立决议持异议，要求公司收购其股份；

(五)将股份用于转换上市公司发行的可转换为股票的公司债券；

(六)上市公司为维护公司价值及股东权益所必需。

除上述情形外，公司不得收购本公司股份。

第二十五条 公司收购本公司股份，可以通过公开的集中交易方式，或者法律法规和中国证监会认可的其他方式进行。

公司因本章程第二十四条第一款第（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交易方式进行。

第二十六条 公司因本章程第二十四条第一款第（一）项、第（二）项规定的情形收购本公司股份的，应当经股东大会决议；公司因本章程第二十三条第一款第（三）项、第（五）项、第（六）项规定的情形收购本公司股份的，可以依照本章程的规定或者股东大会的授权，经三分之二以上董事出席的董事会会议决议。

公司依照本章程第二十四条第一款规定收购本公司股份后，属于第（一）项情形的，应当自收购之日起十日内注销；属于第（二）项、第（四）项情形的，应当在六个月内转让或者注销；属于第（三）项、第（五）项、第（六）项情形的，公司合计持有的本公司股份数不得超过本公司已发行股份总额的百分之十，并应当在三年内转让或者注销。

第三节 股份转让

第二十七条 公司的股份可以依法转让。

第二十八条 公司不接受本公司的股票作为质押权的标的。

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

公司董事、监事、高级管理人员应当向公司申报其所持有的本公司股份（含优先股股份）及其变动情况，在任职期间每年转让的股份不得超过其所持有本公司同一种类股份总数的百分之二十五；所持本公司股份自公司股票上市交易之日起一年内不得转让。上述人员离职后半年内，不得转让其所持有的本公司股份。

第三十条 公司董事、监事、高级管理人员、持有本公司股份百分之五以上的股东，将其持有的本公司股票在买入后六个月内卖出，或者在卖出后六个月内又买入，由此所得收益归本公司所有，本公司董事会将收回其所得收益。但是，证券公司因包销购入售后剩余股票而持有百分之五以上股份的，卖出该股票不受六个月时间限制。

公司董事会不按照前款规定执行的，股东有权要求董事会在三十日内执行。公司董事会未在上述期限内执行的，股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

公司董事会不按照第一款的规定执行的，负有责任的董事依法承担连带责任。

第四章 股东和股东大会

第一节 股东

第三十一条 公司依据证券登记机构提供的凭证建立股东名册，股东名册是证明股东持有公司股份的充分证据。股东按其所持有股份的种类享有权利，承担义务；持有同一种类股份的股东，享有同等权利，承担同种义务。

第三十二条 公司召开股东大会、分配股利、清算及从事其他需要确认股东身份的行为时，由董事会或股东大会召集人确定股权登记日，股权登记日收市后登记在册的股东为享有相关权益的股东。

第三十三条 公司股东享有下列权利：

- (一)依照其所持有的股份份额获得股利和其他形式的利益分配；
- (二)依法请求、召集、主持、参加或者委派股东代理人参加股东大会，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)查阅本章程、股东名册、公司债券存根、股东大会会议记录、董事会会议决议、监事会会议决议、财务会计报告；
- (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)对股东大会作出的公司合并、分立决议持异议的股东，要求公司收购其股份；
- (八)法律、行政法规、部门规章或本章程规定的其他权利。

第三十四条 股东提出查阅前条所述有关信息或者索取资料的，应当向公司提供证明其持有公司股份的种类以及持股数量的书面文件，公司经核实股东身份后按照股东的要求予以提供。

第三十五条 公司股东大会、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。

股东大会、董事会的会议召集程序、表决方式违反法律、行政法规或者本章程，或者决议内容违反本章程的，股东有权自决议作出之日起六十日内，请求人民法院撤销。

第三十六条 董事、高级管理人员执行公司职务时违反法律、行政法规或者本章程的规定，给公司造成损失的，连续一百八十日以上单独或合并持有公司百

分之一以上股份的股东有权书面请求监事会向人民法院提起诉讼；监事会执行公司职务时违反法律、行政法规或者本章程的规定，给公司造成损失的，股东可以书面请求董事会向人民法院提起诉讼。

监事会、董事会收到前款规定的股东书面请求后拒绝提起诉讼，或者自收到请求之日起三十日内未提起诉讼，或者情况紧急、不立即提起诉讼将会使公司利益受到难以弥补的损害的，前款规定的股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

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。

第三十七条 董事、高级管理人员违反法律、行政法规或者本章程的规定，损害股东利益的，股东可以向人民法院提起诉讼。

第三十八条 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金；
- (三)除法律、法规规定的情形外，不得退股；

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

公司股东滥用股东权利给公司或者其他股东造成损失的，应当依法承担赔偿责任。

公司股东滥用公司法人独立地位和股东有限责任，逃避债务，严重损害公司债权人利益的，应当对公司债务承担连带责任。

- (五)法律、行政法规及本章程规定应当承担的其他义务。

第三十九条 持有公司百分之五以上有表决权股份的股东，将其持有的股份进行质押的，应当自该事实发生当日，向公司作出书面报告。

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

公司控股股东及实际控制人对公司和公司中小股东负有诚信义务。控股股东应严格依法行使出资人的权利，控股股东不得利用利润分配、资产重组、对外投资、资金占用、借款担保等方式损害公司和社会公众股股东的合法权益，不得利用其控制地位损害公司和社会公众股股东的利益。

第二节 股东大会的一般规定

第四十一条 股东大会是公司的权力机构，依法行使下列职权：

- (一)决定公司的经营方针和投资计划；
- (二)选举和更换非由职工代表担任的董事、监事，决定有关董事、监事的报酬事项；
- (三)审议批准董事会的报告；
- (四)审议批准监事会报告；
- (五)审议批准公司的年度财务预算方案、决算方案；
- (六)审议批准公司的利润分配方案和弥补亏损方案；
- (七)对公司增加或者减少注册资本作出决议；
- (八)对发行公司债券作出决议；
- (九)对公司合并、分立、解散、清算或者变更公司形式作出决议；
- (十)修改本章程；
- (十一)对公司聘用、解聘会计师事务所作出决议；
- (十二)审议批准第四十二条规定的担保事项；
- (十三)审议公司在一年内购买、出售重大资产超过公司最近一期经审计总资产百分之三十的事项；
- (十四)审议批准变更募集资金用途事项；
- (十五)审议股权激励计划；
- (十六)审议法律、行政法规、部门规章或本章程规定应当由股东大会决定的

其他事项。

第四十二条 公司下列对外担保行为，须经股东大会审议通过。

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

(二)公司的对外担保总额，达到或超过最近一期经审计总资产的百分之三十以后提供的任何担保；

(三)为资产负债率超过百分之七十的担保对象提供的担保；

(四)单笔担保额超过最近一期经审计净资产百分之十的担保；

(五)对股东、实际控制人及其关联方提供的担保；

(六)根据法律、行政法规、部门规章的规定应由股东大会审批的其他对外担保。

本章程所述的对外担保不包含公司为购房客户提供的按揭贷款担保。

应由股东大会审批的对外担保，必须经董事会审议通过后，方可提交股东大会审批。股东大会在审议为股东、实际控制人及其关联方提供的担保议案时，该股东或受该实际控制人支配的股东，不得参与该项表决。上述第(二)项所述担保涉及为股东、实际控制人或其关联方提供担保的，须经出席股东大会的其他股东所持表决权的三分之二以上通过；上述第(一)、(三)、(四)项所述担保涉及为股东、实际控制人或其关联方提供担保的，须经出席股东大会的其他股东所持表决权的半数以上通过。

第四十三条 股东大会分为年度股东大会和临时股东大会。年度股东大会每年召开一次，应当于上一会计年度结束后的六个月内举行。

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

(一)董事人数不足《公司法》规定人数或者本章程所定人数的三分之二时；

- (二)公司未弥补的亏损达实收股本总额三分之一时；
- (三)单独或者合计持有公司百分之十以上股份的股东请求时；
- (四)董事会认为必要时；
- (五)监事会提议召开时；
- (六)法律、行政法规、部门规章或本章程规定的其他情形。

第四十五条 本公司召开股东大会的地点为：公司住所地或会议通知指定的其他地点。股东大会将设置会场，以现场会议形式召开。公司还将提供网络或其他方式为股东参加股东大会提供便利。股东通过上述方式参加股东大会的，视为出席。

第四十六条 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。

第三节 股东大会的召集

第四十七条 独立董事有权向董事会提议召开临时股东大会。对独立董事要求召开临时股东大会的提议，董事会应当根据法律、行政法规和本章程的规定，在收到提议后十日内提出同意或不同意召开临时股东大会的书面反馈意见。董事会同意召开临时股东大会的，将在作出董事会决议后的五日内发出召开股东大会的通知；董事会不同意召开临时股东大会的，将说明理由并公告。

第四十八条 监事会有权向董事会提议召开临时股东大会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规和本章程的规定，在收到提案后十日内提出同意或不同意召开临时股东大会的书面反馈意见。

董事会同意召开临时股东大会的，将在作出董事会决议后的五日内发出召开股东大会的通知，通知中对原提议的变更，应征得监事会的同意。

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

第四十九条 单独或者合计持有公司百分之十以上股份的股东有权向董事会请求召开临时股东大会，并应当以书面形式向董事会提出。董事会应当根据法律、行政法规和本章程的规定，在收到请求后十日内提出同意或不同意召开临时股东大会的书面反馈意见。

董事会同意召开临时股东大会的，应当在作出董事会决议后的五日内发出召开股东大会的通知，通知中对原请求的变更，应当征得相关股东的同意。

董事会不同意召开临时股东大会，或者在收到请求后十日内未作出反馈的，单独或者合计持有公司百分之十以上股份的股东有权向监事会提议召开临时股东大会，并应当以书面形式向监事会提出请求。

监事会同意召开临时股东大会的，应在收到请求五日内发出召开股东大会的通知，通知中对原提案的变更，应当征得相关股东的同意。

监事会未在规定期限内发出股东大会通知的，视为监事会不召集和主持股东大会，连续九十日以上单独或者合计持有公司百分之十以上股份的股东可以自行召集和主持。

第五十条 监事会或股东决定自行召集股东大会的，须书面通知董事会，同时向公司所在地中国证监会派出机构和证券交易所备案。

在股东大会决议公告前，召集股东持股比例不得低于百分之十。

召集股东应在发出股东大会通知及股东大会决议公告时，向公司所在地中国证监会派出机构和证券交易所提交有关证明材料。

第五十一条 对于监事会或股东自行召集的股东大会，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。

第五十二条 监事会或股东自行召集的股东大会，会议所必需的费用由本公司承担。

第四节 股东大会的提案与通知

第五十三条 提案的内容应当属于股东大会职权范围，有明确议题和具体决议事项，并且符合法律、行政法规和本章程的有关规定。

第五十四条 公司召开股东大会，董事会、监事会以及单独或者合并持有公司百分之三以上股份的股东，有权向公司提出提案。

单独或者合计持有公司百分之三以上股份的股东，可以在股东大会召开十日前提出临时提案并书面提交召集人。召集人应当在收到提案后两日内发出股东大会补充通知，公告临时提案的内容。

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

股东大会通知中未列明或不符合本章程第五十三条规定的提案，股东大会不得进行表决并作出决议。

第五十五条 召集人将在年度股东大会召开二十日前以公告方式通知各股东，临时股东大会将于会议召开十五日前以公告方式通知各股东。

第五十六条 股东大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：全体普通股股东（含表决权恢复的优先股股东）均有权出席股东大会，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)有权出席股东大会股东的股权登记日；

(五)会务常设联系人姓名，电话号码。

第五十七条 股东大会拟讨论董事、监事选举事项的，股东大会通知中将充分披露董事、监事候选人的详细资料，至少包括以下内容：

(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)披露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、监事外，每位董事、监事候选人应当以单项提案提出。

第五十八条 发出股东大会通知后，无正当理由，股东大会不应延期或取消，股东大会通知中列明的提案不应取消。一旦出现延期或取消的情形，召集人应当在原定召开日前至少两个工作日公告并说明原因。

第五节 股东大会的召开

第五十九条 本公司董事会和其他召集人将采取必要措施，保证股东大会的正常秩序。对于干扰股东大会、寻衅滋事和侵犯股东合法权益的行为，将采取措施加以制止并及时报告有关部门查处。

第六十条 股权登记日登记在册的所有普通股股东（含表决权恢复的优先股股东）或其代理人，均有权出席股东大会。并依照有关法律、法规及本章程行使表决权。

股东可以亲自出席股东大会，也可以委托代理人代为出席和表决。

第六十一条 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、股票账户卡；委托代理他人出席会议的，应出示本人有效身份证件、股东授权委托书。

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

第六十二条 股东出具的委托他人出席股东大会的授权委托书应当载明下列内容：

- (一)代理人的姓名；
- (二)是否具有表决权；
- (三)分别对列入股东大会议程的每一审议事项投赞成、反对或弃权票的指示；
- (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。

第六十三条 委托书应当注明如果股东不作具体指示，股东代理人是否可以按自己的意思表决。

第六十四条 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。

委托人为法人的，由其法定代表人或者董事会、其他决策机构决议授权的人作为代表出席公司的股东大会。

第六十五条 出席会议人员的会议登记册由公司负责制作。会议登记册载明参加会议人员姓名(或单位名称)、身份证号码、住所地址、持有或者代表有表决

权的股份数额、被代理人姓名(或单位名称)等事项。

第六十六条 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。

第六十七条 股东大会召开时，本公司全体董事、监事和董事会秘书应当出席会议，总裁和其他高级管理人员应当列席会议。

第六十八条 股东大会由董事长主持。董事长不能履行职务或不履行职务时，由副董事长主持，副董事长不能履行职务或者不履行职务时，由半数以上董事共同推举的一名董事主持。

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

股东自行召集的股东大会，由召集人推举代表主持。

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

第六十九条 公司制定股东大会议事规则，详细规定股东大会的召开和表决程序，包括通知、登记、提案的审议、投票、计票、表决结果的宣布、会议决议的形成、会议记录及其签署、公告等内容，以及股东大会对董事会的授权原则，授权内容应明确具体。股东大会议事规则应作为章程的附件，由董事会拟定，股东大会批准。

第七十条 在年度股东大会上，董事会、监事会应当就其过去一年的工作

向股东大会作出报告。每名独立董事也应作出述职报告。

第七十一条 董事、监事、高级管理人员在股东大会上就股东的质询和建议作出解释和说明。

第七十二条 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。

第七十三条 股东大会应有会议记录，由董事会秘书负责。

会议记录记载以下内容：

(一)会议时间、地点、议程和召集人姓名或名称；

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

(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。

第七十四条 召集人应当保证会议记录内容真实、准确和完整。出席会议的董事、监事、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，保存期限为十年。

第七十五条 召集人应当保证股东大会连续举行，直至形成最终决议。因不

可抗力等特殊原因导致股东大会中止或不能作出决议的，应采取必要措施尽快恢复召开股东大会或直接终止本次股东大会，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证券交易所报告。

第六节 股东大会的表决和决议

第七十六条 股东大会决议分为普通决议和特别决议。

股东大会作出普通决议，应当由出席股东大会的股东(包括股东代理人)所持表决权的二分之一以上通过。

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

第七十七条 下列事项由股东大会以普通决议通过：

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

第七十八条 下列事项由股东大会以特别决议通过：

- (一)公司增加或者减少注册资本；
- (二)公司的分立、合并、解散和清算；
- (三)本章程的修改；
- (四)公司在一年内购买、出售重大资产或者担保金额超过公司最近一期经审计总资产百分之三十的；
- (五)股权激励计划；
- (六)法律、行政法规或本章程规定的，以及股东大会以普通决议认定会对公司产生重大影响的、需要以特别决议通过的其他事项。

第七十九条 股东(包括股东代理人)以其所代表的有表决权的股份数额行使表决权,每一股份享有一票表决权。

股东大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大会有表决权的股份总数。

公司董事会、独立董事和符合相关规定条件的股东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。公司不得对征集投票权提出最低持股比例限制。

第八十条 股东大会审议有关关联交易事项时,关联股东不应当参与投票表决,其所代表的有表决权的股份数不计入有效表决总数;股东大会决议的公告应当充分披露非关联股东的表决情况。

前款所称关联股东包括下列股东或者具有下列情形之一的股东:

- (一) 为交易对方;
- (二) 为交易对方的直接或者间接控制人;
- (三) 被交易对方直接或者间接控制;
- (四) 与交易对方受同一法人或其他组织或者自然人直接或间接控制;
- (五) 因与交易对方或者其关联人存在尚未履行完毕的股权转让协议或者其他协议而使其表决权受到限制和影响的股东;
- (六) 中国证监会或者证券交易所认定的可能造成上市公司利益对其倾斜的股东。

关联股东的回避和表决程序为:

- (一) 公司董事会秘书或关联股东或其他股东根据相关规定提出关联股东回避申请并进行回避;

(二)关联股东不得参与审议有关关联交易事项；

(三)股东大会对有关关联交易事项进行表决时，在扣除关联股东所代表的有表决权的股份数后，由出席股东大会的非关联股东按本章程规定表决。

第八十一条 公司应在保证股东大会合法、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，为股东参加股东大会提供便利。

第八十二条 除公司处于危机等特殊情况下，非经股东大会以特别决议批准，公司将不与董事、总裁和其它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授予该人负责的合同。

第八十三条 董事、监事候选人名单以提案的方式提请股东大会表决。

在董事、监事的选举过程中，当控股股东控股比例在百分之三十以上时，应当采用累积投票制，具体使用办法为：股东大会在选举两名以上董事、监事时，股东所持有的每一股份都拥有与应选董事、监事总人数相等的投票权，股东既可以用所有的投票权集中选举一人，也可以分散选举数人，按得票多少依次决定董事、监事人选。

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

董事及监事的提名方式和程序为：

(一)股份公司成立后首届董事会董事，首届监事会中的股东代表监事须由股东大会从发起人各方推荐的董事候选人、监事候选人中选举产生。

(二)董事会、监事会换届选举或在届内更换董事、监事时，由现届董事会、监事会听取有关股东意见，或由单独或合并持有公司发行在外有表决权股份总数百分之三以上的股东通过股东大会临时提案的方式提名，提出下届董事会、监事

会成员候选人名单。董事、监事候选人名单以提案的方式提请股东大会表决。

(三)监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

董事会、监事会提名董事、监事候选人的具体方式和程序为：1、在章程规定的人数范围内，按照拟选任的人数，由董事会提名委员会(以下简称提名委员会)提出董事候选人的建议名单，经董事会决议通过后，由董事会提出董事候选人名单提交股东大会选举；由监事会提出拟由股东代表出任的监事候选人的建议名单，经监事会决议通过后，由监事会提出股东代表出任的监事候选人名单提交股东大会选举；2、单独或合并持有公司发行在外有表决权股份总数百分之三以上的股东可以向公司董事会提出董事候选人或向公司监事会提出由股东代表出任的监事候选人。如公司董事会或监事会未接受上述股东的提名，上述股东可以临时提案的方式向股东大会提出，但应当遵守法律、法规及公司章程关于股东大会临时提案的有关规定。3、监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

第八十四条 股东大会审议董事、监事选举的提案，应当对每一个董事、监事候选人逐个进行表决。

第八十五条 董事候选人应在股东大会召开之前作出书面承诺，同意接受提名，承诺公开披露的董事候选人的详细资料真实、完整并保证当选后切实履行董事职责。

第八十六条 除累积投票制外，股东大会将对所有提案进行逐项表决，对同一事项有不同提案的，将按提案提出的时间顺序进行表决。除因不可抗力等特殊原因导致股东大会中止或不能作出决议外，股东大会将不会对提案进行搁置或不予表决。

第八十七条 股东大会审议提案时，不会对提案进行修改，否则，有关变更应当被视为一个新的提案，不能在本次股东大会上进行表决。

第八十八条 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。

第八十九条 股东大会采取记名方式投票表决。

第九十条 股东大会对提案进行表决前，应当推举两名股东代表参加计票和监票。审议事项与股东有利害关系的，相关股东及代理人不得参加计票、监票。

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

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

第九十一条 股东大会现场结束时间不得早于网络或其他方式，会议主持人应当宣布每一提案的表决情况和结果，并根据表决结果宣布提案是否通过。

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

第九十二条 出席股东大会的股东，应当对提交表决的提案发表以下意见之一：同意、反对或弃权。证券登记结算机构作为内地与香港股票市场交易互联互通机制股票的名义持有人，按照实际持有人意思表示进行申报的除外。

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”。

第九十三条 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。

第九十四条 股东大会决议应当及时公告，公告中应列明出席会议的股东和代理人人数、所持有表决权的股份总数及占公司有权表决权股份总数的比例、表决方式、每项提案的表决结果和通过的各项决议的详细内容。

第九十五条 提案未获通过，或者本次股东大会变更前次股东大会决议的，应当在股东大会决议公告中作特别提示。

第九十六条 股东大会通过有关董事、监事选举提案的，新任董事、监事自股东大会决议作出之日起就任。

第九十七条 股东大会通过有关派现、送股或资本公积转增股本提案的，公司将在股东大会结束后两个月内实施具体方案。

第五章 董事会

第一节 董事

第九十八条 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，执行期满未逾五年，或者因犯罪被剥夺政治权利，执行期满未逾五年；

(三)担任破产清算的公司、企业的董事或者厂长、总裁，对该公司、企业的

破产负有个人责任的，自该公司、企业破产清算完结之日起未逾三年；

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

(五)个人所负数额较大的债务到期未清偿；

(六)被中国证监会处以证券市场禁入处罚，期限未满的；

(七)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，公司解除其职务。

第九十九条 董事由股东大会选举或更换，并可在任期届满前由股东大会解除其职务。董事任期三年，任期届满可连选连任。

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

董事可以由总裁或者其他高级管理人员兼任，但兼任总裁或者其他高级管理人员职务的董事以及由职工代表担任的董事，总计不得超过公司董事总数的二分之一。

第一百条 董事应当遵守法律、行政法规和本章程，对公司负有下列忠实义务：

(一)不得利用职权收受贿赂或者其他非法收入，不得侵占公司的财产；

(二)不得挪用公司资金；

(三)不得将公司资产或者资金以其个人名义或者其他个人名义开立账户存储；

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

(五)不得违反本章程的规定或未经股东大会同意，与本公司订立合同或者进

行交易；

(六)未经股东大会同意，不得利用职务便利，为自己或他人谋取本应属于公司的商业机会，自营或者为他人经营与本公司同类的业务；

(七)不得接受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。

第一百〇一条 董事应当遵守法律、行政法规和本章程，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)应当如实向监事会提供有关情况和资料，不得妨碍监事会或者监事行使职权；

(六)法律、行政法规、部门规章及本章程规定的其他勤勉义务。

第一百〇二条 董事连续两次未能亲自出席，也不委托其他董事出席董事会会议，视为不能履行职责，董事会应当建议股东大会予以撤换。

第一百〇三条 董事可以在任期届满以前提出辞职。董事辞职应向董事会提

交书面辞职报告。董事会将在两日内披露有关情况。

如因董事的辞职导致公司董事会低于法定最低人数时，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。

除前款所列情形外，董事辞职自辞职报告送达董事会时生效。

第一百〇四条 董事辞职生效或者任期届满，应向董事会办妥所有移交手续，其对公司和股东承担的忠实义务，在任期结束后并不当然解除，在两年内仍然有效。

第一百〇五条 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。

第一百〇六条 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。

第一百〇七条 独立董事应按照法律、行政法规及部门规章的有关规定执行。

第二节 董事会

第一百〇八条 公司设董事会，对股东大会负责。

第一百〇九条 董事会由九名董事组成，设董事长一人，副董事长一人。

第一百一十条 董事会行使下列职权：

- (一)召集股东大会，并向股东大会报告工作；
- (二)执行股东大会的决议；
- (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预算方案、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)在股东大会授权范围内，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、关联交易等事项；

(九)决定公司内部管理机构的设置；

(十)聘任或者解聘公司总裁、董事会秘书；根据总裁的提名，聘任或者解聘公司副总裁、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)制订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)向股东大会提请聘请或更换为公司审计的会计师事务所；

(十五)听取公司总裁的工作汇报并检查总裁的工作；

(十六)法律、行政法规、部门规章或本章程授予的其他职权。

公司董事会设立战略委员会、审计委员会、提名委员会、薪酬与考核委员会等专门委员会。专门委员会对董事会负责，依照本章程和董事会授权履行职责，提案应当提交董事会审议决定。专门委员会成员全部由董事组成，其中审计委员会、提名委员会、薪酬与考核委员会中独立董事占多数并担任召集人，审计委员会的召集人为会计专业人士。董事会负责制定专门委员会工作规程，规范专门委员会的运作。

第一百一十一条 公司董事会应当就注册会计师对公司财务报告出具的非标准审计意见向股东大会作出说明。

第一百一十二条 董事会制定董事会议事规则，以确保董事会落实股东大会决议，提高工作效率，保证科学决策。

第一百一十三条 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、关联交易的权限，建立严格的审查和决策程序；重大投资项目应当组织有关专家、专业人员进行评审，并报股东大会批准。

股东大会授予董事会对外投资、收购出售资产、资产抵押、对外担保事项、委托理财、关联交易的权限依据股东大会审议通过的对外投资管理办法、对外担保管理办法、关联交易管理办法等公司相关制度执行。

第一百一十四条 董事会设董事长一人，副董事长一人。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。

第一百一十五条 董事长行使下列职权：

- (一)主持股东大会和召集、主持董事会会议；
- (二)督促、检查董事会决议的执行；
- (三)签署公司股票、公司债券及其他有价证券；
- (四)签署董事会重要文件和其他应由公司法定代表人签署的其他文件；
- (五)行使法定代表人的职权；
- (六)批准实施以下事项：

1、不超过公司最近一期经审计总资产百分之零点五的对外投资、收购出售资产、资产抵押、委托理财等事项（关联交易、对外担保除外）。

上述购买或者出售资产是指公司在日常经营活动之外的资产购买或出售。

2、公司拟与关联人发生的交易金额在人民币三百万元以下，或占公司最近一期经审计净资产绝对值在百分之零点五以下的关联交易；

3、董事会授予的全年贷款额度范围内的贷款，以及在超过全年贷款额度时单笔新增金额或在一个完整会计年度内累计新增金额低于最近一期经审计总资产百分之零点五以下的贷款；

4、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。

(七)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大会报告；

(八)董事会授予的其他职权。

第一百一十六条 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，由半数以上董事共同推举一名董事履行职务。

第一百一十七条 董事会每年至少召开两次会议，由董事长召集，于会议召开十日以前书面通知全体董事和监事。

第一百一十八条 代表十分之一以上表决权的股东、三分之一以上董事或者监事会，可以提议召开董事会临时会议。董事长应当自接到提议后十日内，召集和主持董事会会议。

第一百一十九条 董事会召开临时董事会会议的通知可以采用专人送达、传真、电子邮件的方式，通知时限为会议召开三日前通知全体董事。但是，情况紧急需尽快召开董事会临时会议的，可以通过电话或者其他口头方式发出会议通知，但召集人应在会议上作出说明。

第一百二十条 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。

第一百二十一条 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。

董事会决议的表决，实行一人一票。

第一百二十二条 董事会审议关联交易事项时，关联董事应当回避表决，也不得代理其他董事行使表决权。该董事会会议由过半数的无关联关系董事出席即可举行，董事会会议所作决议须经无关联关系董事过半数通过。出席董事会的无关联董事人数不足三人的，应将该事项提交股东大会审议。

前款所称关联董事包括下列董事或者具有下列情形之一的董事：

（一）为交易对方；

（二）为交易对方的直接或者间接控制人；

（三）在交易对方任职，或者在能直接或间接控制该交易对方的法人或其他组织、该交易对方直接或者间接控制的法人或其他组织任职；

（四）为交易对方或者其直接或者间接控制人的关系密切的家庭成员（关系密切的家庭成员，包括配偶、年满18周岁的子女及其配偶、父母及配偶的父母、兄弟姐妹及其配偶、配偶的兄弟姐妹、子女配偶的父母，下同）；

（五）为交易对方或者其直接或者间接控制人的董事、监事或高级管理人员的关系密切的家庭成员；

（六）中国证监会、证券交易所或者公司基于实质重于形式原则认定的其独立商业判断可能受到影响的董事。

董事个人或者其所任职的其他企业直接或者间接与公司已有的或者计划中的合同、交易、安排有关联关系时(聘任合同除外)，不论有关事项在一般情况下是否需要董事会批准同意，均应当尽快向董事会披露其关联关系的性质和程度。

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

有关联关系的董事回避和表决程序为：

(一)公司董事会秘书或关联关系董事或其他董事根据相关规定提出关联董事回避申请并进行回避；

(二)关联关系董事不得参与审议有关关联交易事项；

(三)董事会对有关关联交易事项进行表决时，在扣除关联关系董事所代表的表决权后，由出席董事会的非关联关系董事按本章程规定表决。

第一百二十三条 董事会决议表决方式为：以记名方式投票或举手表决。每名董事有一票表决权。

董事会临时会议在保障董事充分表达意见的前提下，可以用传真等方式进行并作出决议，并由参会董事签字。

第一百二十四条 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。

第一百二十五条 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，保存期限为十年。

第一百二十六条 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

第一百二十七条 公司董事会设三名独立董事。独立董事应当忠实履行职务，维护公司利益，尤其要关注中小股东的合法权益不受损害。

独立董事应当独立公正地履行职责，不受公司主要股东、实际控制人或其他与公司存在利害关系的单位和个人的影响。若发现所审议事项存在影响其独立性的情况，应向公司申明并实行回避。任职期间出现明显影响独立性的情形的，应及时通知公司，必要时提出辞职。

第一百二十八条 公司董事会、监事会、单独或者合并持有公司已发行股份百分之一以上的股东可以提出独立董事候选人，并经股东大会选举决定。

第一百二十九条 独立董事除享有法律、法规及本公司章程赋予董事的职权外，还享有以下特别职权：

(一)重大关联交易(指公司拟与关联人达成的总额高于三百万元且高于公司最近经审计净资产值百分之零点五的关联交易)应由独立董事认可后，提交董事会讨论；独立董事作出判断前，可以聘请中介机构出具独立财务顾问报告，作为其判断的依据。

(二)向董事会提议聘用或解聘会计师事务所；

(三)向董事会提请召开临时股东大会；

(四)提议召开董事会；

(五)独立聘请外部审计机构和咨询机构；

(六)可以在股东大会召开前公开向股东征集投票权。

独立董事行使上述职权应当取得全体独立董事的二分之一以上同意。

如上述提议未被采纳或上述职权不能正常行使，公司应将有关情况予以披

露。

第一百三十条 独立董事应当按时出席董事会会议，了解公司的生产经营和运作情况，主动调查、获取做出决策所需要的情况和资料。除参加董事会会议外，独立董事每年应保证不少于十天的时间，对公司生产经营状况、管理和内部控制等制度的建设及执行情况、董事会决议执行情况等进行现场调查。

独立董事应当向公司年度股东大会提交全体独立董事年度报告书，对其履行职责情况进行说明。

第一百三十一条 独立董事应当对下述公司重大事项发表同意、保留意见及其理由、反对意见及其理由和无法发表意见及其理由的独立意见：

- (一) 提名、任免董事；
- (二) 聘任解聘高级管理人员；
- (三) 公司董事、高级管理人员的薪酬；
- (四) 公司董事会未作出现金利润分配预案；
- (五) 公司的股东、实际控制人及其关联企业对公司现有或新发生的总额高于三百万元或高于公司最近经审计净资产值的百分之五的借款或其他资金往来，以及公司是否采取有效措施回收欠款；
- (六) 独立董事认为有可能损害中小股东合法权益的事项；
- (七) 公司章程规定的其他事项。

第一百三十二条 独立董事发现公司存在下列情形时，应当积极主动履行尽职调查义务，必要时应聘请中介机构进行专项调查：

- (一) 重要事项未按规定提交董事会审议；
- (二) 未及时履行信息披露义务；
- (三) 公开信息中存在虚假记载、误导性陈述或重大遗漏；
- (四) 其他涉嫌违法违规或损害中小股东权益的情形。

第一百三十三条 出现下列情形之一的，独立董事应当发表公开声明：

- (一) 被公司免职，本人认为免职理由不当的；
- (二) 由于公司存在妨碍独立董事依法行使职权的情形，致使独立董事辞职的；
- (三) 董事会会议材料不充分时，两名以上独立董事书面要求延期召开董事会会议或延期审议；
- (四) 对公司涉嫌违法违规行为向董事会报告后，董事会未采取有效措施的；
- (五) 严重妨碍独立董事履行职责的其他情形。

第一百三十四条 独立董事应当向公司年度股东大会提交述职报告，述职报告应包括以下内容：

- (一) 上年度出席董事会及股东大会次数及投票情况；
- (二) 发表独立意见的情况；
- (三) 保护中小股东合法权益方面所做的工作；
- (四) 履行独立董事职务所做的其他工作，如提议召开董事会、提议聘用或解聘会计师事务所、独立聘请外部审计机构和咨询机构等。

第一百三十五条 公司应当建立独立董事工作制度，董事会秘书应当积极配合独立董事履行职责。公司应保证独立董事享有与其他董事同等的知情权，及时向独立董事提供相关材料和信息，定期通报公司运营情况，必要时可组织独立董事实地考察。

第一百三十六条 独立董事每届任期与公司其他董事相同，任期届满，可连选连任，但是连任时间不得超过六年。独立董事任期届满前，无正当理由不得被免职。提前免职的，公司应将其作为特别披露事项予以披露。

第一百三十七条 独立董事在任期届满前可以提出辞职。独立董事辞职应向董事会提交书面辞职报告，对任何与其辞职有关或其认为有必要引起公司股东和债权人注意的情况进行说明。

独立董事辞职导致独立董事成员或董事会成员低于法定或公司章程规定最低人数的，在改选的独立董事就任前，独立董事仍应当按照法律、行政法规及本章程的规定，履行职务。董事会应当两个月内召开股东大会改选独立董事，逾期不召开股东大会的，独立董事可以不再履行职务。

第一百三十八条 公司董事会拟定《独立董事工作制度》，由股东大会审议通过并遵照执行，以确保独立董事工作效率和科学决策，规范运作。《独立董事工作制度》作为附件是公司章程的组成部分。

第四节 董事会秘书

第一百三十九条 公司设立董事会秘书一名。董事会秘书为公司高级管理人员，对公司和董事会负责。

第一百四十条 董事会秘书应当具有必备的专业知识和经验，由董事会委任。董事会秘书的任职资格：

(一) 董事会秘书应当掌握财务、税收、法律、金融、企业管理等方面的知识，具有良好的个人品质和职业道德，严格遵守法律、法规、规章，能够忠诚地履行职责，并具有较强的处理公共事务的能力；

(二) 有下列情形之一的不得担任公司董事会秘书：

- 1、有《公司法》第一百四十六条规定情形之一；
- 2、最近三年受到过中国证监会的行政处罚；
- 3、最近三年受到过证券交易所公开谴责或三次以上通报批评；
- 4、本章程第九十八条规定不得担任公司董事的情形；
- 5、本公司现任监事；

6、其他不适合担任董事会秘书的其他情形。

(三)有以下情形之一的，公司应当自事实发生之日起一个月内解聘董事会秘书：

- 1、出现本条第(二)款所规定情形之一；
- 2、连续三个月以上不能履行职责；
- 3、在执行职务时出现重大错误或疏漏，给投资者造成重大损失；
- 4、违反国家法律、法规、规章、证券交易所规定和公司章程，给公司股东造成重大损失。

第一百四十一条 董事会秘书的主要职责是：

(一)负责公司信息对外公布，协调公司信息披露事务，组织制定公司信息披露事务管理制度，督促公司和相关信息披露义务人遵守信息披露相关规定；

(二)负责投资者关系管理，协调公司与证券监管机构、投资者、证券服务机构、媒体等之间的信息沟通；

(三)组织筹备董事会会议和股东大会会议，参加股东大会会议、董事会会议、监事会会议及高级管理人员相关会议，负责董事会会议记录工作并签字；

(四)负责公司信息披露的保密工作，在未公开重大信息泄露时，及时向证券交易所报告并披露；

(五)关注媒体报道并主动求证报道的真实性，督促公司董事会及时回复证券交易所问询；

(六)组织公司董事、监事和高级管理人员进行相关法律、行政法规、证券交易所上市规则及相关规定的培训，协助前述人员了解各自在信息披露中的职责；

(七)知悉公司董事、监事和高级管理人员违反法律、行政法规、部门规章、其他规范性文件、证券交易所上市规则及其他规定和公司章程时，或者公司作出或可能作出违反相关规定的决策时，应当提醒相关人员，并立即向证券交易所报告；

(八)负责公司股权管理事务，保管公司董事、监事、高级管理人员、控股股东及其董事、监事、高级管理人员持有本公司股份的资料，并负责披露公司董事、监事、高级管理人员持股变动情况；

(九)《公司法》、中国证监会、证券交易所和公司章程要求履行的其他职责。

第一百四十二条 公司董事或者其他高级管理人员可以兼任公司的董事会秘书。公司聘请的会计师事务所的注册会计师和律师事务所的律师不得兼任公司的董事会秘书。

第一百四十三条 董事会秘书由董事长提名，经董事会聘任或者解聘。董事兼任董事会秘书的，如某一行为需由董事、董事会秘书分别做出时，则该兼任董事及公司董事会秘书的人不得以双重身份做出。

第一百四十四条 公司应当为董事会秘书履行职责提供便利条件，董事、监事、高级管理人员及公司有关人员应当支持、配合董事会秘书的工作。

董事会秘书为履行职责有权了解公司的财务和经营情况，参加涉及信息披露的有关会议，查阅涉及信息披露的所有文件，并要求公司有关部门和人员及时提供相关资料和信息。

第一百四十五条 公司应当在聘任董事会秘书时与其签订保密协议，要求其承诺在任职期间以及在离任后持续履行保密义务直至有关信息披露为止，但涉及公司违法违规的信息除外。

董事会秘书离任前，应当接受董事会、监事会的离任审查，在公司监事会的监督下移交有关档案文件、正在办理或待办事项。

公司董事会秘书空缺期间，董事会应当指定一名董事或高级管理人员代行董事会秘书的职责，同时尽快确定董事会秘书人选。公司指定代行董事会秘书职责的人员之前，由董事长代行董事会秘书职责。董事会秘书空缺期间超过三

个月的，董事长应当代行董事会秘书职责，直至公司正式聘任董事会秘书。

第六章 总裁及其他高级管理人员

第一百四十六条 公司设总裁一名，副总裁若干名，副总裁的具体人数由董事会讨论决定，财务总监一名，前述高级管理人员由董事会聘任或解聘。

公司总裁、副总裁、财务总监、董事会秘书为公司高级管理人员。

第一百四十七条 本章程第九十八条关于不得担任董事的情形、同时适用于高级管理人员。

本章程第一百零一条关于董事的忠实义务和第一百零二条(四)~(六)关于勤勉义务的规定，同时适用于高级管理人员。

第一百四十八条 在公司控股股东、实际控制人单位担任除董事以外其他职务的人员，不得担任公司的高级管理人员。

第一百四十九条 总裁每届任期三年，总裁连聘可以连任。

第一百五十条 总裁对董事会负责，行使下列职权：

(一)主持公司的生产经营管理工作，组织实施董事会决议，并向董事会报告工作；

(二)组织实施公司年度经营计划和投资方案；

(三)拟订公司内部管理机构设置方案；

(四)拟订公司的基本管理制度；

(五)制订公司的具体规章；

(六)提请董事会聘任或者解聘公司副总裁、财务总监；

(七)决定聘任或者解聘除应由董事会决定聘任或者解聘以外的负责管理人员；

(八)本章程或董事会授予的其他职权。

总裁列席董事会会议。

第一百五十一条 总裁应制订总裁工作细则，报董事会批准后实施。

第一百五十二条 总裁工作细则包括下列内容：

- (一)管理层会议召开的条件、程序和参加的人员；
- (二)总裁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。

第一百五十三条 总裁可以在任期届满以前提出辞职。有关总裁辞职的具体程序和办法由总裁与公司之间的劳务合同规定。

第一百五十四条 副总裁由总裁提名，经董事会聘任或解聘。副总裁协助总裁工作。

第一百五十五条 高级管理人员执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

第七章 监事会

第一节 监事

第一百五十六条 本章程第九十八条关于不得担任董事的情形、同时适用于监事。

董事、总裁和其他高级管理人员不得兼任监事。

第一百五十七条 监事应当遵守法律、行政法规和本章程，对公司负有忠实义务和勤勉义务，不得利用职权收受贿赂或者其他非法收入，不得侵占公司的

财产。

第一百五十八条 监事的任期每届为三年。监事任期届满，连选可以连任。

第一百五十九条 监事任期届满未及时改选，或者监事在任期内辞职导致监事会成员低于法定人数的，在改选出的监事就任前，原监事仍应当依照法律、行政法规和本章程的规定，履行监事职务。

第一百六十条 监事应当保证公司披露的信息真实、准确、完整。

第一百六十一条 监事可以列席董事会会议，并对董事会决议事项提出质询或者建议。

第一百六十二条 监事不得利用其关联关系损害公司利益，若给公司造成损失的，应当承担赔偿责任。

第一百六十三条 监事执行公司职务时违反法律、行政法规、部门规章或本章程的规定，给公司造成损失的，应当承担赔偿责任。

第二节 监事会

第一百六十四条 公司设监事会。监事会由六名监事组成，监事会设主席一人。监事会主席由全体监事过半数选举产生。监事会主席召集和主持监事会会议；监事会主席不能履行职务或者不履行职务的，由半数以上监事共同推举一名监事召集和主持监事会会议。

监事会应当包括股东代表和适当比例的公司职工代表，其中职工代表的比例为三分之一。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

第一百六十五条 监事会行使下列职权：

(一)应当对董事会编制的公司定期报告进行审核并提出书面审核意见；

(二)检查公司财务；

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

(四)当董事、高级管理人员的行为损害公司的利益时，要求董事、高级管理人员予以纠正；

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

(六)向股东大会提出提案；

(七)依照《公司法》第一百五十一条的规定，对董事、高级管理人员提起诉讼；

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

(九)本章程规定或股东大会授予的其他职权。

第一百六十六条 监事会每六个月至少召开一次会议。监事可以提议召开临时监事会会议。

监事会决议应当经半数以上监事通过。

第一百六十七条 监事会制定监事会议事规则，明确监事会的议事方式和表决程序，以确保监事会的工作效率和科学决策。

第一百六十八条 监事会应当将所议事项的决定做成会议记录，出席会议的监事应当在会议记录上签名。

监事有权要求在记录上对其在会议上的发言作出某种说明性记载。监事会会议记录作为公司档案保存十年。

第一百六十九条 监事会会议通知包括以下内容：

- (一)举行会议的日期、地点和会议期限；
- (二)事由及议题；
- (三)发出通知的日期。

第八章 党委

第一百七十条 公司设立党委和中国共产党中新苏州工业园区开发集团股份有限公司纪律检查委员会（以下简称公司纪委）。公司党委设书记一名，其他党委成员若干名。董事长、党委书记原则上由一人担任，设立主抓公司党建工作的专职副书记。符合条件的党委成员可以通过法定程序进入董事会、监事会、聘任为高级管理人员，董事会、监事会、高级管理人员中符合条件的党员可以依照有关规定和程序进入公司党委。

第一百七十一条 公司党委根据《中国共产党章程》等党内法规履行如下职责：

（一）保证监督党和国家方针政策在公司的贯彻执行，落实江苏省、苏州市和园区党工委、管委会重大战略决策，国资部门以及上级党组织有关重要工作部署。

（二）坚持党管干部原则与董事会依法选择经营管理者以及经营管理者依法使用人权相结合。公司党委对董事会、董事长或总裁提名的高级管理人员人选进行酝酿并提出意见建议，或者向董事会、董事长或总裁推荐提名高级管理人员人选；会同董事会对拟任人选进行考察，集体研究提出意见建议。

（三）研究讨论公司改革发展稳定、重大经营管理事项和涉及职工切身利益的重大问题，并提出意见建议。

（四）承担全面从严治党主体责任。领导公司思想政治工作、统战工作、精神文明建设、企业文化和工会、共青团等群团工作。领导党风廉政建设，支持公司纪委切实履行监督责任。

第一百七十二条 公司纪委受公司党委和上级纪委双重领导，负责党风廉政建设和反腐倡廉工作，协助有关部门对违法违纪案件进行查处。

第九章 财务会计制度、利润分配和审计

第一节 财务会计制度

第一百七十三条 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。

第一百七十四条 公司在每一会计年度结束之日起四个月内向中国证监会和证券交易所报送年度财务会计报告，在每一会计年度前六个月结束之日起二个月内向中国证监会派出机构和证券交易所报送半年度财务会计报告，在每一会计年度前三个月和前九个月结束之日起的一个月内向中国证监会派出机构和证券交易所报送季度财务会计报告。

上述财务会计报告按照有关法律、行政法规及部门规章的规定进行编制。

第一百七十五条 公司除法定的会计账簿外，将不另立会计账簿。公司的资产，不得以任何个人名义开立账户存储。

第一百七十六条 公司分配当年税后利润时，应当提取利润的百分之十列入公司法定公积金。公司法定公积金累计额为公司注册资本的百分之五十以上的，可以不再提取。

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，经股东大会决议，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。

股东大会违反前款规定，在公司弥补亏损和提取法定公积金之前向股东分配利润的，股东必须将违反规定分配的利润退还公司。

公司持有的本公司股份不参与分配利润。

公司应当在公司章程中明确现金分红相对于股票股利在利润分配方式中的优先顺序，并载明以下内容：

（一）公司董事会、股东大会对利润分配尤其是现金分红事项的决策程序和机制，对既定利润分配政策尤其是现金分红政策作出调整的具体条件、决策程序和机制，以及为充分听取独立董事和中小股东意见所采取的措施。

（二）公司的利润分配政策尤其是现金分红政策的具体内容，利润分配的形式，利润分配尤其是现金分红的期间间隔，现金分红的具体条件，发放股票股利的条件，各期现金分红最低金额或比例（如有）等。

第一百七十七条 公司的公积金用于弥补公司的亏损、扩大公司生产经营或者转为增加公司资本。但是，资本公积金将不用于弥补公司的亏损。

法定公积金转为资本时，所留存的该项公积金将不少于转增前公司注册资本的百分之二十五。

第一百七十八条 公司股东大会对利润分配方案作出决议后，公司董事会须在股东大会召开后两个月内完成股利(或股份)的派发事项。

第一百七十九条 公司的利润分配政策：

（一）利润分配的原则

公司实行连续、稳定的利润分配政策，公司的利润分配应重视对投资者的合理投资回报，保护投资者合法权益，并兼顾公司的可持续发展。

公司实行同股同利的利润分配政策。

（二）利润分配的形式和期间间隔

公司可以采取现金、股票、现金和股票相结合或者法律、法规允许的其他方

式分配利润，但应当优先采用现金分红的利润分配方式。具备现金分红条件的，应当采用现金分红进行利润分配。

在具备利润分配的条件下，公司原则上每年度进行一次利润分配。经董事会和股东大会审议决定，公司可以进行中期利润分配。

（三）利润分配的具体内容

1、利润分配的顺序

在满足公司正常生产经营资金需求的情况下，公司将优先采取现金分红的股利分配政策，具备现金分红条件的，应当采用现金分红进行利润分配。

2、现金分红的条件及比例

公司进行现金分红的具体条件为：（1）公司该年度实现的可分配利润（即公司弥补亏损、提取公积金后剩余的税后利润）为正值；（2）审计机构对公司该年度财务报告出具无保留意见的审计报告；（3）公司在下一会计年度无重大投资计划或重大现金支出等特殊情况发生。

前款所称重大投资计划或重大现金支出等特殊情况是指公司因实施或拟实施对外投资、收购资产、购买设备等行为或发生或预计发生其他特殊情况需要累计支出达到或超过公司最近一期经审计净资产的百分之五十。

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

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

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

（3）公司发展阶段属成长期且有重大资金支出安排的，进行利润分配时，现金分红在本次利润分配中所占比例最低应达到 20%；公司发展阶段不易区分但有重大资金支出安排的，可以按照第（3）项规定处理。

在具备现金分红条件的情况下，公司每年以现金方式分配的利润不少于当年

实现的可分配利润的百分之十，且在任何三个连续年度内以现金方式累计分配的利润不少于该三年实现的年均可分配利润的百分之三十。

3、股票股利的分配条件

公司可根据需要采取股票股利的方式进行利润分配。公司采取股票方式分配股利的条件为：（1）公司经营情况良好；（2）因公司股票价格与公司股本规模不匹配或者公司有重大投资计划或重大现金支出、公司具有成长性、每股净资产的摊薄等真实合理因素，以股票方式分配股利有利于公司和股东的整体利益；（3）公司的现金分红符合有关法律、法规及本章程的规定。

（四）利润分配政策的决策程序和机制

公司董事会应结合公司盈利情况、资金需求和本章程的规定制订合理的利润分配方案并经董事会审议通过后提请股东大会审议，独立董事及监事会应对提请股东大会审议的利润分配方案进行审核并出具书面意见。董事会在审议利润分配方案时，须经全体董事过半数表决同意，且经公司二分之一以上独立董事表决同意并发表明确的独立意见。监事会在审议利润分配方案时，须经全体监事过半数表决同意。股东大会在审议利润分配方案时，须经出席股东大会的股东所持表决权的二分之一以上通过。

公司董事会在制定利润分配方案尤其是现金分红具体方案时，应当认真研究和论证公司现金分红的时机、条件和最低比例、调整的条件及其决策程序要求等事宜，独立董事应当就利润分配方案是否符合有关法律、法规、规范性文件及本章程的规定发表明确意见。

独立董事可以征求中小股东的意见，提出分红提案，并直接提交董事会审议。

股东大会对现金分红具体方案进行审议前，公司应当通过电话、传真、邮件或者投资者交流平台等多种渠道主动与股东特别是中小股东进行沟通和交流，充分听取中小股东的意见和诉求，并及时答复中小股东关心的问题。

公司董事会、独立董事、符合相关规定条件的股东可在审议利润分配方案的股东大会召开前向公司社会公众股股东征集其在股东大会上的投票权，其中，独立董事行使上述职权应当取得全体独立董事的二分之一以上同意。

（五）利润分配政策调整的决策程序和机制

公司应当严格执行有关法律、法规、规范性文件及本章程确定的利润分配政策（尤其是现金分红政策）以及股东大会审议批准的利润分配具体方案（尤其是现金分红具体方案）。在遇到自然灾害等不可抗力事件或者因公司外部经营环境发生较大变化等特殊情况出现，并已经或即将对公司生产经营造成重大不利影响的，公司经详细论证后可以对既定利润分配政策作出调整。

公司对既定利润分配政策（尤其是现金分红政策）作出调整时，应详细论证调整利润分配政策的必要性、可行性，充分听取独立董事意见，并通过多种渠道主动与股东特别是中小股东进行沟通和交流。调整后的利润分配政策应符合有关法律、法规的规定，经董事会审议通过后需经出席股东大会的股东所持表决权的三分之二以上通过。

公司应当在定期报告中详细披露现金分红政策的制定及执行情况，并对下列事项进行专项说明：（1）是否符合本章程的规定或者股东大会决议的要求；（2）分红标准和比例是否明确和清晰；（3）相关的决策程序和机制是否完备；（4）独立董事是否尽职履责并发挥了应有的作用；（5）中小股东是否有充分表达意见和诉求的机会，中小股东的合法权益是否得到充分维护等。对现金分红政策进行调整或变更的，还要详细说明调整或变更的条件和程序是否合规和透明等。

第二节 内部审计

第一百八十条 公司实行内部审计制度，配备专职审计人员，对公司财务收支和经济活动进行内部审计监督。

第一百八十一条 公司内部审计制度和审计人员的职责，应当经董事会批准后实施。审计负责人向董事会负责并报告工作。

第三节 会计师事务所的聘任

第一百八十二条 公司聘用取得“从事证券相关业务资格”的会计师事务所进行会计报表审计、净资产验证及其他相关的咨询服务等业务，聘期一年，可以

续聘。

第一百八十三条 公司聘用会计师事务所必须由股东大会决定，董事会不得在股东大会决定前委任会计师事务所。

第一百八十四条 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。

第一百八十五条 会计师事务所的审计费用由股东大会决定。

第一百八十六条 公司解聘或者不再续聘会计师事务所时，提前十五天事先通知会计师事务所，公司股东大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，应当向股东大会说明公司有无不当情形。

第十章 通知和公告

第一节 通知

第一百八十七条 公司的通知以下列形式发出：

- (一)以专人送出；
- (二)以邮件方式送出；
- (三)以公告方式进行；
- (四)以传真方式进行；
- (五)本章程规定的其他形式。

第一百八十八条 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。

第一百八十九条 公司召开股东大会的会议通知，以公告方式进行。

第一百九十条 公司召开董事会的会议通知，以专人送出、邮件或传真进行。

第一百九十一条 公司召开监事会的会议通知，以专人送出、邮件或传真进行。

第一百九十二条 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七个工作日为送达日期；公司通知以传真方式送出的，传真当日为送达日期；公司通知以公告方式送出的，第一次公告刊登日为送达日期。

第一百九十三条 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

第一百九十四条 公司指定[]为刊登公司公告和和其他需要披露信息的媒体。

第十一章 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

第一百九十五条 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。

第一百九十六条 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十日内通知债权人，并于三十日内在[]报纸上公告。债权人自接到通知书之日起三十日内，未接到通知书的自公告之日起四十五日内，可以要求公司清偿债务或者提供相应的担保。

第一百九十七条 公司合并时，合并各方的债权、债务，由合并后存续的公司或者新设的公司承继。

第一百九十八条 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。公司应当自作出分立决议之日起十日内通知债权人，并于三十日内在[]报纸上公告。

第一百九十九条 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。

第二百条 公司需要减少注册资本时，必须编制资产负债表及财产清单。

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

公司减资后的注册资本将不低于法定的最低限额。

第二百零一条 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。

第二节 解散和清算

第二百零二条 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)股东大会决议解散；

(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，持有公司全部股东表决权百分之十以上的股东，可以请求人民法院解散公司。

第二百〇三条 公司有本章程第二百零二条第(一)项情形的，可以通过修改本章程而存续。

依照前款规定修改本章程，须经出席股东大会会议的股东所持表决权的三分之二以上通过。

第二百〇四条 公司因本章程第二百零二条第(一)项、第(二)项、第(四)项、第(五)项规定而解散的，应当在解散事由出现之日起十五日内成立清算组，开始清算。清算组由董事或者股东大会确定的人员组成。逾期不成立清算组进行清算的，债权人可以申请人民法院指定有关人员组成清算组进行清算。

第二百〇五条 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)处理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。

第二百〇六条 清算组应当自成立之日起十日内通知债权人，并于六十日内在[]报纸上公告。债权人应当自接到通知书之日起三十日内，未接到通知书的自公告之日起四十五日内，向清算组申报其债权。

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。

第二百〇七条 清算组在清理公司财产、编制资产负债表和财产清单后，应当制定清算方案，并报股东大会或者人民法院确认。

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，但不能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。

第二百〇八条 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宣告破产。

公司经人民法院裁定宣告破产后，清算组应当将清算事务移交给人民法院。

第二百〇九条 公司清算结束后，清算组应当制作清算报告，报股东大会或者人民法院确认，并报送公司登记机关，申请注销公司登记，公告公司终止。

第二百一十条 清算组成员应当忠于职守，依法履行清算义务。

清算组成员不得利用职权收受贿赂或者其他非法收入，不得侵占公司财产。

清算组成员因故意或者重大过失给公司或者债权人造成损失的，应当承担赔偿责任。

第二百一十一条 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。

第十二章 修改章程

第二百一十二条 有下列情形之一的，公司应当修改章程：

(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；

(二)公司的情况发生变化，与章程记载的事项不一致；

(三)股东大会决定修改章程。

第二百一十三条 股东大会决议通过的章程修改事项应经主管机关审批的，须报主管机关批准；涉及公司登记事项的，依法办理变更登记。

第二百一十四条 董事会依照股东大会修改章程的决议和有关主管机关的审批意见修改本章程。

第二百一十五条 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。

第十三章 附则

第二百一十六条 释义

(一)控股股东，是指其持有的普通股（含表决权恢复的优先股）占公司股本总额百分之五十以上的股东；持有股份的比例虽然不足百分之五十，但依其持有的股份所享有的表决权已足以对股东大会的决议产生重大影响的股东。

(二)实际控制人，是指虽不是公司的股东，但通过投资关系、协议或者其他安排，能够实际支配公司行为的人。

(三)关联关系，是指公司控股股东、实际控制人、董事、监事、高级管理人

员与其直接或者间接控制的企业之间的关系，以及可能导致公司利益转移的其他关系。但是，国家控股的企业之间不仅因为同受国家控股而具有关联关系。

第二百一十七条 董事会可依照章程的规定，制订章程细则。章程细则不得与章程的规定相抵触。

第二百一十八条 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，以在江苏省市场监督管理局最近一次核准登记并经中国审批机关批准或备案的中文文本为准。

第二百一十九条 本章程所称“以上”、“以内”、“以下”，都含本数；“以外”、“低于”、“多于”不含本数。

第二百二十条 本章程由公司董事会负责解释。

第二百二十一条 本章程附件包括股东大会议事规则、董事会规则和监事会议事规则。

**China-Singapore Suzhou Industrial Park Development Group
Co., Ltd.**

Articles of Association (Draft)

Approved by 5th Extraordinary General Meeting of 2019

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Chapter I General Provisions

Article 1 The articles of association have been formulated in order to protect the lawful rights and interests of companies, shareholders and creditors and to regulate the organization and activities of companies in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law") and other applicable provisions.

Article 2 China-Singapore Suzhou Industrial Park Development Group Co., Ltd is a joint stock company limited by shares with foreign investment (hereinafter referred to as "the Company") incorporated according to the company law, Interim Provisions Concerning Some Issues on the Establishment of Joint Stock Limited Companies with Foreign Investment and other relevant provisions.

Approved by the reply of the PRC Ministry of Commerce on April 11, 2008, the company was incorporated by the overall change of China-Singapore Suzhou Industrial Park Development Co., Ltd, registered at the Administration of Industry and Commerce in Jiangsu Province and has obtained a business license with the business license number of 320594400000045 on June 30, 2008.

Article 3 The company was approved by China Securities Regulatory Commission (hereinafter referred to as "CSRC") on [date of approval] to make an initial public offering of [number of shares] RMB-denominated common shares, and were listed at [full name of stock exchange] on [date of listing].

Article 4 Registered name of the Company:中新苏州工业园区开发集团股份有限公司

Full name in English: China-Singapore Suzhou Industrial Park Development Group Co., Ltd

Article 5 Company address:48th Floor, CSSD Tower,15 MoonBay Road , Suzhou Industrial Park, Jiangsu Province, China.

Postal code: 215028

Article 6 The registered capital of the company is CNY [].

Article 7 The Company is a joint stock limited company that will exist in perpetuity.

Article 8 Chairman of the board of directors is the legal representative of the company.

Article 9 The total assets of the company shall be divided into equal shares. Shareholders shall be liable to the company to the extent of their respective shareholdings, and the company shall be liable for its debts to the extent of the company's total assets.

Article 10 The articles of association shall, from the date on which they take effect, be the legally binding document that regulates the organization and activities of the company and the relationship of rights and obligations as between the company and the shareholders and among the shareholders, and shall be legally binding on the company, the shareholders, the directors, the supervisors and senior officers. Based on the articles of association, any shareholder may bring a lawsuit against another shareholder, a director, a supervisor, a president or any other senior officer. Any shareholder may bring a lawsuit against the company, and the company may bring a lawsuit against any shareholder, director, supervisor, president or any other senior officer.

Article 11 For the purpose of the articles of association, the term "other senior officers" refers to the vice president, the secretary of the board of directors and the chief financial officer.

Chapter II Operating Purpose and Scope

Article 12 According to the Constitution of the Communist Party of China, China-Singapore Suzhou Industrial Park Development Group Co., Ltd Committee of the Communist Party of China the Company (hereinafter referred to as "Party committee of the Company") is constituted to give play to the role of leadership core and political core, to control the direction, manage the overall situation and ensure implementation. The Company shall establish work mechanisms of the Party, be

equipped with sufficient staffs for the Party affairs and ensure the work funds of party organization.

Article 13 Operating purpose of the company:(1) to develop and construct plots of city land and fixed areas with international standards by referring to and learning from the successful economic and urban management experience of Singapore; (2) to create a sound investing environment for investors, and to keep improving the operation and management system and technology standards of Joint Stock Company centered on efficiency and guided by the market; (3) to pursue the maximum shareholders' rights and interests and social benefits and to stride forward for the purpose of being a high-level municipal operator.

Article 14 Operating scope upon lawful registration: primary land development and management, development and operation of industrial plants and research carriers, property management, project management, business management of hotels, consulting services, industry and infrastructure development; enterprise investment and establishment; other business activities permitted by State; real estate development and management (excluding residence other than long-term rental apartment) (approval shall be obtained in accordance with the law for matters that fall within the operating scope of the company and are subject to approval in accordance with laws and regulations).

Pursuant to the demand of business development, the company may extend, reduce or adjust its operating scope and modes in accordance with Chinese law and after obtaining all necessary approvals or permissions.

Chapter III Shares

Section 1 Issuance of Shares

Article 15 Shares in the company are represented by stock.

Article 16 Any issue of company shares shall comply with the principles of openness and fairness, and each share in the same class shall have equal rights.

For shares issued at the same time, each share shall be issued on the same conditions and at the same price. All units or individuals that subscribe for shares shall pay the

same price for each share.

Article 17 Each stock issued by the company shall be marked with the RMB face value.

Article 18 Shares issued by the company shall be collectively deposited in China Securities Depository and Clearing Corporation Limited [] Branch.

Article 19 The date of capital contribution of all promoters of the company was the year of 2008, and the name of promoters, the number of shares for which each promoter has subscribed, the method of capital contribution and shareholding ratio are as follows:

Name of promoter	Number of shares subscribed (ten-thousand)	Method of capital contribution	Shareholding ratio
Suzhou Chinese Consortium Holding Co., Ltd	70,148	Net assets	52%
Singapore-Suzhou Township Development Pte Ltd	37,772	Net assets	28%
The Hong Kong and China Investment Limited	13,490	Net assets	10%
Suzhou New District Hi-tech Industrial Co., Ltd.	6,745	Net assets	5%
CPG Corporation Pte Ltd	6,745	Net assets	5%
In total	134,900		100%

Article 20 The total number of company shares is [number of shares] and all the share of the company are RMB-denominated common shares.

Article 21 Neither the company nor any of its subsidiaries (including affiliates of the company) shall provide any support to any purchaser or would-be purchaser of company shares in any form such as a donation, advance, guarantee, subsidy or loan.

Section 2 Increases and Reductions in Share Capital and Share Repurchases

Article 22 The company may, in light of the company's operational and developmental needs and in accordance with laws and regulations, increase its capital by any of the following methods subject to a separate resolution of the general meeting:

1. a public offering of shares;
2. a private placement of shares;
3. the payment of a bonus dividend to existing shareholders;
4. the conversion of reserve funds into shares; or
5. any other method stipulated in laws and regulations or approved by the CSRC.

Article 23 The company may reduce its registered capital. Any reduction of its registered capital shall be subject to the procedures prescribed in the Company Law and other applicable provisions, as well as the articles of association.

Article 24 Under the following circumstances, the company may buy back its shares pursuant to the provisions of laws, administrative regulations, ministry rules and these Guidelines:

- (1) Reduction of registered capital;
- (2) Merger with another company that holds its shares;
- (3) Use shares in employee shareholding plans or equity incentives;
- (4) A shareholder who objects to the resolution on the company's merger or division passed by the shareholders' general meeting requests that the company buy back his/her shares.
- (5) Use shares in converting convertible corporate bonds issued by the listed company;
- (6) Where the listed company deems necessary in order to maintain company's value and shareholders' rights and interests.

Except for the aforesaid circumstances, the company shall not buy back its shares.

Article 25 Buyback of shares by a company may be carried out via centralized public trading or other methods recognized by laws and regulations and the CSRC.

Where the buyback of shares fall under the circumstances stipulated in item (3), (5) and (6) of Article 24, the share buyback shall be carried out via centralized public trading.

Article 26 A resolution passed by a shareholders' general meeting shall be required for share buyback by a company that fall under the circumstances stipulated in item (1) and (2) of Article 24; where the buyback of shares fall under the circumstances stipulated in item (3), (5) and (6) of Article 24, the company may follow the prescriptions of Guidelines on Articles of Association of Listed Companies or the mandate of the shareholders' general meeting, and follow decisions of the board meeting where more than 2/3 of directors are present.

Where a share buyback by a company pursuant to the provisions of Article 24 falls under the circumstances set out in item (1), the shares shall be canceled within 10 days from the date of buyback; where the share buyback falls under the circumstances set out in item (2) or item (4), the shares shall be canceled or transferred within 6 months; where the share buyback falls under the circumstances set out in item (3), (5) or (6), the company shall not hold more than 10% of the total number of its issued shares, and shall transfer or cancel within 3 years.

Section 3 Share Transfers

Article 27 Company shares may be transferred in accordance with the law.

Article 28 The company shall not accept company stock as a pledge.

Article 29 The company shares held by a promoter shall not be transferred within one year from the date of establishment of the company. Shares issued prior to the public offering by the company shall not be transferred within one year from listing of the company's shares on the stock exchange.

The directors, supervisors and senior management personnel of the company shall declare to the company their holding of shares (**including preference shares**) in the company and the changes thereof, the shares transferred each year during their tenure shall not exceed 25% of the total number of **the same type of** shares of the company

held by them; the company shares held by them shall not be transferred within one year from listing of the company's shares. The aforesaid persons shall not transfer the company shares held by them **within half year** from their resignation.

Article 30 Where any director, supervisor or senior officer of the company who holds more than 5% of the company shares sells company stock he holds within six months of the relevant purchase, or purchases any stock he has sold within six months of the relevant sale, the proceeds generated therefrom shall be incorporated into the profits of the company, and the board of directors of the company shall recover the proceeds. However, where a securities company holds more than 5% of the company shares, which represent the residual stock purchased by the company after underwriting the sale thereof, the six-month restricted period shall not apply to the sale of such stock. Where the board of directors of the company fails to implement the provisions of the preceding paragraph, the shareholders shall have the right to require the board of directors to do so within 30 days. Where the board of directors of the company fails to implement the relevant provisions within the aforesaid term, the shareholders shall have the right to file a claim directly with the people's court in their own names for the benefit of the company.

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

Chapter IV Shareholders and General Meetings

Section 1 Shareholders

Article 31 The company shall establish a list of shareholders in accordance with the certificates provided by the securities registration institution. The list of shareholders is sufficient evidence of the company shares held by shareholders. Shareholders shall enjoy rights and assume obligations according to the classes of share they hold; shareholders holding the same kind of share shall enjoy equal rights and assume equal obligations.

Article 32 Where the company holds a general meeting, distributes dividends, goes into liquidation or engages in any other activities for which confirmation of the

identities of the shareholders is required, the equity registration date shall be determined by the board of directors or the conveners of the general meeting. Shareholders registered in the list of shareholders after the close of trading on the equity registration date shall enjoy the corresponding rights and interests as shareholders.

Article 33 Company shareholders shall have the following rights:

1. the right to receive dividends and benefits distributed in other forms according to the number of shares they hold;
2. the right to legally require, convene, preside over, participate in or authorize proxies of shareholders to attend the general meeting and exercise corresponding voting rights;
3. the right to supervise company operations and make suggestions or inquiries;
4. the right to transfer, donate or pledge their shares in accordance with laws, administrative regulations and the articles of association;
5. the right to read the articles of association, the list of shareholders, company bond stubs, general meeting minutes, resolutions of meetings of the board of directors, resolutions of meetings of the board of supervisors and financial and accounting reports;
6. the right to participate in the distribution of the company's residual assets on the winding up or liquidation of the company according the number of shares they hold;
7. shareholders who have a different view on any resolution of the general meeting to merge or break up the company shall have the right to require the company to purchase their shares; and
8. other rights prescribed in laws, administrative regulations, departmental rules and the articles of association.

Article 34 Where any shareholder demands to read the relevant information or obtain any of the aforesaid materials, he shall submit to the company written documents proving the class(es) and number of shares he holds. The company shall provide the relevant information or materials in accordance with the shareholder's demand after verifying the shareholder's identity.

Article 35 Where any resolution of the general meeting or any resolution of the board of directors violates any law or administrative regulations, the shareholders may

request that the people's court rule that the relevant resolution is invalid.

Where the convening procedures or voting methods for the general meeting or the meeting of the board of directors violate any law, administrative regulations or the articles of association, or any resolution made therein violates the articles of association, the shareholders may request that the people's court cancel the resolution within 60 days of the date on which it is made.

Article 36 Where any director or senior officer, in the course of his company duties, violates any law, administrative regulations or the articles of association and causes the company to suffer a loss, shareholders individually or jointly holding more than 1% of the company shares for more than 180 successive days may make a written request to the board of supervisors to bring a lawsuit in the people's court; where the board of supervisors, in the course of its company duties, violates any law, administrative regulations or the articles of association and causes the company to suffer a loss, the shareholders may make a written request to the board of directors to bring a lawsuit in the people's court.

Where the board of supervisors or the board of directors refuses to bring a lawsuit after receiving a written request from the shareholders prescribed in the preceding paragraph or fails to bring a lawsuit within 30 days of receiving such a request, or where the situation is so urgent that failure to bring a lawsuit will lead to irreparable damage to the interests of the company, the shareholders prescribed in the preceding paragraph may bring a lawsuit directly in their own names for the benefit of the company.

Where any other party infringes upon the company's lawful rights and interests and causes the company to suffer a loss, the shareholders prescribed in paragraph 1 of this Article may bring a lawsuit in the people's court in accordance with the two preceding paragraphs.

Article 37 Where any director or senior officer violates any law, administrative regulations or the articles of association and damages the shareholders' interests, the shareholders may bring a lawsuit in the people's court.

Article 38 Company shareholders shall have the following obligations:

1. to abide by laws, administrative regulations and the articles of association;
2. to provide share capital according to the shares subscribed for and share

participation methods;

3. not to return shares unless prescribed otherwise in laws and administrative regulations;

4. not to abuse shareholders' rights to infringe upon the interests of the company or other shareholders; not to abuse the company's status as an independent legal entity or the limited liability of shareholders to damage the interests of the company's creditors; Any company shareholder who abuses shareholders' rights and causes the company or other shareholders to suffer a loss shall be liable for making compensation in accordance with the law;

Any company shareholder who abuses the status of the company as an independent legal entity or the limited liability of shareholders to evade debts and seriously damages the interests of the company's creditors shall assume joint and several liability for the company's debts and

5. other duties prescribed in laws, administrative regulations and the articles of association.

Article 39 Where shareholders holding more than 5% of the voting company shares pledge their shares, a written notification shall be made to the company on the date of the occurrence of the fact.

Article 40 Controlling shareholders and ultimate controllers of the company shall not abuse their connected relationships to damage the company's interests. Any losses caused to the company arising from the violations thereof shall be compensated.

Controlling shareholders and ultimate controllers of the company shall have a duty of care to the company and general public company shareholders. Controlling shareholders shall exercise their investors' rights in strict accordance with the law and shall not damage the lawful interests of the company or of general public company shareholders in any way such as via the distribution of profits, an asset reorganization, external investments, the use of company funds or the provision of a loan guarantee, nor shall they abuse their controlling positions to damage the interests of the company or of general public company shareholders.

Section 2 General Provisions on the General Meetings

Article 41 The general meeting is the body via which the company exercises its

powers, and shall exercise the following powers in accordance with the law:

1. to decide on the business strategies and investment plans of the company;
2. to elect and replace directors and supervisors whose posts are not taken by employee representatives, and to decide on matters regarding the remuneration of directors and supervisors;
3. to consider and approve reports of the board of directors;
4. to consider and approve reports of the board of supervisors;
5. to consider and approve annual financial budget proposals and final accounts proposals for the company;
6. to consider and approve plans for the distribution of company profits and plans to cover losses;
7. to adopt resolutions on any increase or reduction in the registered capital of the company;
8. to pass resolutions on the issuance of company bonds;
9. to adopt resolutions on matters such as any merger, breakup, dissolution or liquidation of the company or any change in the legal form of the company;
10. to amend the company's articles of association;
11. to adopt resolutions on the company's appointment or dismissal of accounting firms;
12. to consider and approve the guarantee matters prescribed in Article 42;
13. to consider the purchase or sale in any one year of material assets valued in excess of 30% of the company's total assets as audited in the latest period;
14. to consider and approve changes in the use of funds raised;
15. to consider equity incentive plans; and
16. to consider other matters to be decided by the general meeting as prescribed in laws, administrative regulations, departmental rules or the articles of association.

Article 42 The company's provision of any of the following categories of external guarantee shall be subject to the approval of the general meeting:

1. any guarantee to be provided after the total amount of external guarantees provided by the company or the subsidiaries it controls has reached or exceeded 50% of the company's net assets as audited in the latest period;
2. any guarantee to be provided after the total amount of external guarantees provided by the company has reached or exceeded 30% of its total assets as audited in the latest period;

3. any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;
4. any single guarantee for an amount in excess of 10% of the company's net assets as audited in the latest period; or
5. any guarantee to be provided to a shareholder, or to an de facto controller or related party thereof.
6. other guarantee that needs to be approved by the general meeting in accordance with laws, administrative regulations and departmental rules.

The external guarantee listed by the articles of association shall not include the mortgage loan guarantee provided by the company to the customer. The external guarantee that shall be approved by the general meeting shall be presented to and approved by general meeting after approved by the meeting of board of directors.

When discussing the proposal that providing external guarantee to a shareholder or to an de facto controller or related party, the shareholder, de facto controller or related party shall not participate in the voting. The aforesaid external guarantee provided to a shareholder or to an de facto controller or related party illustrated in Item 2 must be passed by more than 2/3 of the voting rights held by the other present shareholders; the aforesaid external guarantee provided to a shareholder or to an de facto controller or related party illustrated in Item1, Item 3 and Item 4 must be passed by more than 1/2 of the voting rights held by the other present shareholders.

Article 43 The general meeting shall be divided into annual general meetings and interim general meetings. The annual general meeting shall be held once a year within six months of the end of the previous accounting year.

Article 44 The company shall hold an interim general meeting within two months of the occurrence of any of the following circumstances:

1. where the number of directors falls below two-thirds of the number stipulated in the Company Law or the Articles of Association;
2. where the company's unfunded losses reach 1/3 of total share capital paid in;
3. where shareholders who individually or jointly hold no less than 10% of the company's stock request that a meeting be held;
4. where the board of directors deems it necessary;
5. where the board of supervisors proposes such a meeting;
6. in any other circumstances prescribed by laws, administrative regulations,

departmental rules or the articles of association.

Article 45 The venue at which general meetings will be held is: the company domicile or other venue specified in meeting notice. The general meeting shall set a meeting venue and hold such meetings as live meetings. The company shall also arrange for shareholders to be able to attend the general meeting via the internet or other methods. Shareholders who participate in the general meeting via any of the aforesaid methods shall be deemed to have attended the meeting.

Article 46 When holding the general meeting, the company shall retain lawyers to give legal opinions with respect to the following issues and shall make announcements on such opinions:

1. whether the procedures for convening and holding the meeting comply with laws, administrative regulations and the articles of association;
2. whether the status of any person who attends the meeting or convenes the meeting is legally effective;
3. whether the voting procedures and the voting results of the meeting are legally effective;
4. any legal opinion required by the company with respect to any other relevant issue.

Section 3 Convening the General Meeting

Article 47 Any independent director may propose to the board of directors that an interim general meeting be held. Where an independent director proposes that an interim general meeting be held, the board of directors shall, in accordance with laws, administrative regulations and the articles of association, give a written response on whether or not it agrees that an interim general meeting should be held within ten days of receiving the proposal.

Where the board of directors agrees to hold an interim general meeting, it shall send out a general meeting notice within five days of making its resolution; where the board of directors declines to hold an interim general meeting, its reasons shall be given and announced.

Article 48 The board of supervisors may propose to the board of directors that an interim general meeting be held and shall make any such proposal to the board of

directors in writing. The board of directors shall, in accordance with laws, administrative regulations and the articles of association, give a written response on whether or not it agrees that an interim general meeting should be held within ten days of receiving the proposal.

Where the board of directors agrees to hold an interim general meeting, it shall send out a general meeting notice within five days of making its resolution. No change shall be made to the original proposal in the notice unless approved by the board of supervisors.

Where the board of directors declines to hold an interim general meeting or fails to give a response within ten days of receiving a proposal, the board of directors shall be deemed to be unable or have failed to perform its duty to convene general meetings, and the board of supervisors shall convene and preside over the meeting itself.

Article 49 Shareholders who individually or jointly hold 10% or more of the company shares shall have the right to propose that the board of directors hold an interim general meeting; any such request to the board of directors shall be made in writing. The board of directors shall, in accordance with laws, administrative regulations and the articles of association, give a written response on whether or not it agrees that an interim general meeting should be held within ten days of receiving any such request.

Where the board of directors agrees to hold an interim general meeting, it shall send out a general meeting notice within five days of making its resolution. No change shall be made to the original request in the notice unless approved by the corresponding shareholders.

Where the board of directors declines to hold an interim general meeting or fails to give a response within ten days of receiving any such request, shareholders individually or jointly holding 10% or more of the company shares may propose to the board of supervisors that an interim general meeting be held; any such request to the board of supervisors shall be made in writing.

Where the board of supervisors agrees to hold an interim general meeting, it shall send out a general meeting notice within five days of receiving the request. No change shall be made to the original proposal in the notice unless approved by the corresponding shareholders.

Where the board of supervisors fails to send out a general meeting notice within the stipulated period of time, it shall be deemed to have failed to convene and preside

over the general meeting, and shareholders individually or jointly holding 10% or more of the company shares for 90 successive days or more may convene and preside over the meeting themselves.

Article 50 Where the board of supervisors or shareholders decide(s) to convene the general meeting itself (themselves), it (they) shall notify the board of directors in writing and shall notify the local CSRC agency and the relevant stock exchange(s) for the record.

Before any announcement on general meeting resolutions can be made, the shareholders convening the meeting shall hold no less than 10% of the company's shares.

The shareholders convening the meeting shall, when sending out the general meeting notice and the announcement on general meeting resolutions, submit the relevant supporting materials to the local CSRC agency and the stock exchange.

Article 51 Where the board of supervisors or the shareholders convene(s) a general meeting itself (themselves), the board of directors and the secretary to the board of directors shall cooperate therewith. The board of directors shall provide a list of shareholders on the equity registration date.

Article 52 All necessary expenses incurred for general meetings convened by the board of supervisors or shareholders shall be borne by the company.

Section 4 Proposing the General Meeting and Making Notifications

Article 53 Proposals made shall fall within the authorized scope of the general meeting, shall relate to specific topics and matters to be decided, and shall comply with laws, administrative regulations and the articles of association.

Article 54 When the company holds a general meeting, the board of directors, the board of supervisors and shareholders independently or jointly holding no less than 3% of the company stock shall have the right to put proposals to the company. Shareholders independently or jointly holding no less than 3% of the company shares may, ten days before the general meeting is held, put forward interim proposals and submit such proposals in writing to the conveners. The conveners shall, within two

days of receiving any such proposal, send out a supplementary general meeting notice announcing the details of the interim proposal.

Except the circumstances prescribed in the preceding paragraph, the conveners shall not modify or add any new proposal to the proposals listed in the general meeting notice after sending it out.

The general meeting shall not vote or make resolutions on proposals not listed in the general meeting notice or proposals that do not satisfy the criteria prescribed in Article 52 of the articles of association.

Article 55 The conveners shall notify all shareholders 20 days in advance of any annual general meeting by way of announcement, and shall notify all shareholders 15 days in advance of any interim general meeting by way of announcement.

When calculating date on which any such period commences, the date on which the meeting is to be opened shall be excluded.

Article 56 General meeting notices shall include the following details:

1. the date, time and length of the meeting and the meeting venue;
2. matters and proposals to be considered at the meeting;
3. a prominent written statement as follows: all shareholders of ordinary shares (including shareholders of preference shares with resumed voting rights) have the right to attend the general meeting, and may authorize in written form a proxy, who need not necessarily be a company shareholder, to attend and vote at the meeting;
4. the equity registration date for determining those shareholders who have the right to attend the general meeting;
5. the names and telephone numbers of the permanent contact persons.

Article 57 Where the general meeting is due to discuss matters relating to the election of directors and supervisors, detailed information about the director and supervisor candidates shall be disclosed in the general meeting notice, and shall include no less than the following details:

1. personal information such as educational background, work experience and concurrent positions;
2. whether the candidate has any connected relationship with the company, or with the controlling shareholders or ultimate controllers of the company;
3. a disclosure on the number of company shares held by the candidate;

4. whether the candidate has been penalized by the CSRC or any other relevant department, or disciplined by a stock exchange.

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

Article 58 After a general meeting notice has been sent out, unless there is a justified reason, the general meeting shall not be delayed or canceled and the proposals listed in the general meeting notice shall not be withdrawn. In the event of any such delay, cancellation or withdrawal, the conveners shall make an announcement and give the reasons no less than two working days before the day on which the meeting was due to be held.

Section 5 Holding the General Meeting

Article 59 The company's board of directors and other conveners shall take the necessary measures to maintain the order of the general meeting. Measures shall be taken to prevent conduct that obstructs the general meeting, argumentative behavior, troublemaking, and the infringement of shareholders' lawful rights and interests, and any such conduct shall be reported to the relevant authorities without delay to be investigated and dealt with.

Article 60 All shareholders of ordinary shares (including holders of preference shares with resumed voting rights) registered in the list on the equity registration date and their proxies shall be entitled to attend the general meeting and exercise their voting rights in accordance with laws, regulations and the articles of association.

Article 61 Individual shareholders who attend the meeting in person shall present their identity cards or other valid certificates that prove their identities, in addition to their stock account cards; proxies who attend the meeting on behalf of others shall present their valid identity certificates and shareholder proxy statements. For legal person shareholders, their legal representatives or authorized proxies shall attend the meeting on their behalf. Legal representatives who attend the meeting shall present their identity cards and valid certificates proving their qualifications as legal representatives; proxies who attend the meeting on behalf of shareholders shall present their proxy identity cards and written proxy statements lawfully issued by the

legal representatives of the legal person shareholders in question.

Article 62 Any proxy statement issued by a shareholder who authorizes a proxy to attend the general meeting on his behalf shall include the following details:

1. the name of the proxy;
2. whether the proxy is authorized to vote;
3. respective instructions on affirmative, negative or abstention voting on each item for consideration listed in the general meeting agenda;
4. the issuance date and valid period of the proxy statement;
5. the signature (or seal) of the shareholder. Where the shareholder is a legal person, the legal person's seal shall be affixed.

Article 63 Proxy statements shall indicate whether the shareholder's proxy may vote at his own discretion in the absence of any specific instruction from the shareholder.

Article 64 Where a shareholder authorizes another person to sign a proxy statement for voting, the power of attorney for signing authority or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall be lodged at the company's address or any other place stipulated in the meeting notice.

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

Article 65 The company shall produce a meeting register of attendees, which shall record matters such as the names of the persons (or units) who attend the meeting, their identity card numbers, home addresses, number of voting shares held or represented by them, and the names of the shareholders who have appointed proxies.

Article 66 Conveners and the lawyers retained by the company shall, based on the list of shareholders provided by the securities registration and clearing institution, jointly verify the legality of the shareholders' qualifications and record the names of the shareholders and the number of voting shares they hold. Registration for the meeting shall close prior to the announcement made by the meeting chair on the number of shareholders and shareholder proxies in attendance at the live meeting and

the total number of voting shares they hold.

Article 67 When the general meeting is held, all directors and supervisors and the secretary to the board of directors shall attend the meeting, and the president and other senior officers shall be present at the meeting.

Article 68 The general meeting shall be presided over by the chairman of the board of directors. Where the chairman of the board is unable or fails to fulfill his duties, the meeting shall be presided over by the vice-chairman (or if the company has two or more vice-chairmen, the one jointly elected by an absolute majority of directors shall preside). Where the vice-chairman is unable or fails to fulfill his duties, the meeting shall be presided over by a director jointly elected by an absolute majority of directors. Any general meeting convened by the board of supervisors shall be presided over by the chairman of the board of supervisors. Where the chairman of the board of supervisors is unable or fails to fulfill his duties, the meeting shall be presided over by the vice-chairman. Where the vice-chairman is unable or fails to fulfill his duties, the meeting shall be presided over by a director jointly elected by an absolute majority of directors.

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

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

Article 69 The company shall formulate the rules of procedure for its shareholders' general meetings, set out the convening and voting procedures of shareholders' general meetings, including the notice, registration, deliberation of motions, voting, computation of votes, announcement of voting results, formation of meeting resolutions, minutes and the signing thereof and announcement, as well as the principle for mandates granted by shareholders' general meetings, and the contents of a mandate shall be clear and specific. The rules of procedure for shareholders' general meetings shall be an appendix of the articles of association, drafted by the board of directors and approved by a shareholders' general meeting.

Article 70 At the annual general meeting, the board of directors and the board of supervisors shall report on their work in the previous year. Each independent director shall deliver a performance report.

Article 71 Directors, supervisors and senior officers shall give replies to and explanations on shareholders' inquiries and suggestions at the general meeting.

Article 72 The meeting chair shall, before voting commences, announce the number of shareholders and shareholder proxies in attendance at the live meeting and the number of voting shares they represent. The number of shareholders and shareholder proxies in attendance at the live meeting and the number of voting shares they represent shall be those recorded in the meeting register.

Article 73 Meeting minutes shall be kept for the general meeting, which shall be the responsibility of the secretary to the board of directors. The meeting minutes shall include the following details:

1. the date and time of the meeting, the meeting venue and agenda, and the names of the meeting conveners;
2. the names of the meeting chair, directors, supervisors, president and other senior officers in attendance at the meeting or present at the meeting;
3. the number of shareholders and shareholder proxies in attendance at the meeting, the number of voting shares they hold, and the proportion such shares represent of the total number of company shares;
4. the process for considering each proposal, along with the key points made in the course of discussion and the voting results;
5. inquiries and suggestions made by shareholders and the corresponding replies or explanations;
6. the names of the lawyers, vote counters and voting supervisors;
7. other details to be recorded in the meeting minutes as stipulated in the articles of association.

Article 74 The conveners shall ensure that the details recorded in the meeting minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the conveners or their representatives, and the meeting chair

shall sign the meeting minutes. The meeting minutes shall be kept together with the signature book for shareholders in attendance at the live meeting, the powers of attorney authorizing attendance, and the valid materials relating to voting via the internet or by any other method, for no less than ten years.

Article 75 The conveners shall ensure that the general meeting is held without interruption until the final resolution is made. Where the general meeting is suspended or the making of resolutions becomes impossible due to force majeure, necessary measures shall be taken as soon as possible to resume the general meeting or to terminate the relevant session of the general meeting and make a public announcement without delay. The conveners shall also notify the local CSRC agency and the relevant stock exchange(s).

Section 6 General Meeting Votes and Resolutions

Article 76 Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions of the general meeting shall be passed by an absolute majority of the voting rights represented by shareholders (including shareholder proxies) in attendance at the general meeting.

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

Article 77 The following matters shall be passed by an ordinary resolution of the general meeting:

1. work reports of the board of directors and the board of supervisors;
2. plans for the distribution of company profits and plans to cover losses as drafted by the board of directors;
3. the appointment and dismissal of members of the board of directors and the board of supervisors, along with the remuneration of and payments to such members;
4. the annual financial budget and final accounts for the company;
5. the company's annual report;
6. any other matter other than those required by laws, regulations or the articles of association to be passed by special resolution.

Article 78 The following matters shall be passed by a special resolution of the general meeting:

1. any increase or reduction in the registered capital of the company;
2. any proposed merger or the breakup, dissolution or liquidation of the company;
3. amendments to the company articles of association;
4. any purchase or sale of major assets or the provision of guarantees within any one year in an amount in excess of 30% of the company's total assets as audited in the latest period;
5. any equity incentive plan;
6. other matters that are required by laws, regulations or the articles of association or that are determined by an ordinary resolution of the general meeting to have a substantial impact on the company shall be considered and decided by special resolutions.

Article 79 Shareholders (including shareholder proxies) shall exercise their voting rights according to the number of voting shares they represent. One share shall have one vote.

When the general meeting approves the major events that affect the interests of medium and small investors, the votes of medium and small investors shall be separately calculated. The result of separate calculation shall be publicly disclosed in a timely manner.

Shares held by the company itself shall have no voting rights and shall not be included in the total number of voting shares held by shareholders in attendance at the general meeting.

The board of directors and independent directors, along with shareholders who meet applicable requirements, may publicly acquire shareholders' voting rights. When acquiring shareholders' voting rights, specific voting intentions and other information shall be fully disclosed to the person acquired. No shareholders' voting rights shall be acquired by means of payment or indirect payment. The company shall not set the minimum shareholding ratio limits for acquiring shareholders' voting rights.

Article 80 Where the general meeting considers any matter relating to a related-party transaction, the related shareholder(s) concerned shall not participate in the voting, and the number of voting shares held by any such shareholder(s) shall not be included

in the total number of valid votes; the voting results for non-related shareholders shall be adequately disclosed in the announcement of the general meeting resolution.

The related shareholders mentioned in the preceding paragraph include the following shareholders or shareholders who have one of the following circumstances:

1. Those acting as a counterparty;
2. Those who are a direct or indirect controller of the counterparty;
3. Those directly or indirectly controlled by the counterparty;
4. Those controlled by the same legal person, other organisation, or natural person as the counterparty;
5. Shareholders whose voting power is limited and influenced by the existence of an equity transfer agreement or other agreement with the counterparty or a related person thereof that has been fulfilled; and
6. Shareholders recognised by the China Securities Regulatory Commission or Shanghai Stock Exchange that may cause an imbalance between their own interests and those of the listed company.

The avoidance and voting procedures of the related party are as follows:

1. secretary to the board of directors, or a related shareholder, or other shareholders present(s) the avoidance application in accordance with relevant regulations and avoid;
2. the related party shall not participate in the voting of the matters concerning on the related party transaction; and
3. where the general meeting votes for the matters concerning on the related party transaction, the matters shall be voted by the other present non-related shareholders pursuant to the stipulations of the articles of association after deducting the voting rights of shares held by the related shareholders.

Article 81 Subject to the legality and validity of the general meeting, the company shall facilitate the attendance of shareholders at the general meeting by various methods, including via the use of modern information technology such as an internet voting platform.

Article 82 Unless the company is affected by a crisis or other special circumstances, it shall not conclude any contract granting the power to manage the company's overall business or important aspects thereof with any person other than the directors, the president and other senior officers.

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

When the general meeting votes on the election of directors and supervisors, a cumulative voting system may be adopted in accordance with the articles of association or a resolution of the general meeting.

During the election of directors, when the controlling shareholding of the controller shareholder(s) has been above 30% of all shares, the cumulative voting shall be adopted, and the specific ways of which are: when more than 2 directors to be elected, each share held by shareholders shall has the equal voting rights of the total number of directors to be elected. A shareholder can both give all his/her voting rights to one candidate and to several candidates. The directors are elected according to the votes in turn.

The term "cumulative voting" as referred to in the preceding paragraph means that when the general meeting elects directors or supervisors, each share has voting rights equivalent to the number of directors or supervisors, and the voting rights of the shareholders may be collectively exercised. The board of directors shall make the resumes of and basic information on the director and supervisor candidates available.

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

1. the directors in the first board of directors and the representatives of shareholders from board of supervisors shall be selected out from the candidates presented by the promoters.
2. When holding the election at the expiration of office term of board of director or board of supervisors, or changing directors or supervisors, the current board of directors and the board of supervisors listening to the opinions of relevant shareholders, or shareholder(s) holding individually or jointly 3% of the voting rights of shares issued outside by the company nominating through the interim proposal, would propose the candidates list of the next board of directors and board of supervisors.
3. the employee representative in the board of supervisors shall be elected through workers' congress or other democratic ways by workers.

The specific ways and procedures for nominating the candidates of directors and supervisors by board of directors and board of supervisor are:

1. Within the number of people defined by the articles of association and pursuant to the number of people to be elected, the Nomination Committee subordinated thereto the Board of Directors (“Nomination Committee”) will put forward a suggestive list. After being passed by the board of directors, the board of directors will propose the list of candidates of directors to the election of the general meeting of shareholders.

The board of supervisor will propose the suggestive list of the candidates of supervisors which are taken by the representatives of shareholders. After being passed by the meeting of board of supervisor, the board of supervisor will propose the candidates of supervisors which are taken by the representative of shareholders to the election of the general meeting of shareholders.

2. the shareholder(s) holding individually or jointly 3% of the voting rights of shares issued outside by the company may propose the candidates of directors to the board of directors or the candidates of supervisors which are taken by the representative of shareholders to the board of supervisor. If the board of directors or board of supervisor does not accept the aforesaid proposals, those shareholders may propose a interim proposal to the general meeting in accordance with the relevant regulations of laws, regulations and the articles of association on the interim proposal.

3. the employee representative in the board of supervisors shall be elected through workers' congress or other democratic ways by workers.

Article 84 The general meeting shall vote individually for each director and supervisor candidate when considering the proposals of director and supervisor election.

Article 85 The director candidate shall make a written promise before the general meeting that he/she accepts the nomination, and acknowledges that the disclosed materials of director candidates are true and complete and guarantees the full performance of the responsibilities of directors after being elected.

Article 86 Other than matters to be decided by cumulative voting, the general meeting shall vote on all proposals item by item. Different proposals on the same matter shall be voted on according to the order in which the relevant proposals were submitted. The general meeting shall not set any proposal aside or fail to put any proposal to a vote unless the general meeting is suspended or the making of resolutions becomes impossible due to special circumstances such as force majeure.

Article 87 The general meeting shall not modify any proposal in the course of deliberations. Any modified proposal shall be deemed to be a new proposal and shall not be voted on at the same session of the general meeting.

Article 88 Any one voting right may be exercised by only one means such as live voting, internet voting or any other means of voting. Where one voting right is exercised more than once, the first vote shall count.

Article 89 Votes cast at the general meeting shall be made by open ballot.

Article 90 Before the general meeting votes on any proposal, two shareholder representatives shall be elected to participate in the counting and supervision of voting. Where any such shareholder has interests relating to the matters to be discussed, neither the relevant shareholder nor his proxy shall participate in the counting and supervision of voting.

When the general meeting votes on any proposal, the company shall arrange for its lawyers, shareholder representatives and supervisor representatives to jointly take charge of the counting and supervision of votes and announce the voting result immediately. The voting result shall be recorded in the meeting minutes.

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

Article 91 The time at which a live general meeting closes shall be no earlier than the time at which it closes on the internet or by any other method. The meeting chair shall announce the voting details and result for each proposal and announce whether the proposal has been passed according to the voting result.

Before the official announcement of the voting result, the relevant parties including the company, the vote counters, the voting supervisors, major shareholders, and providers of internet services shall maintain the confidentiality of the voting details.

Article 92 Shareholders in attendance at the general meeting shall cast their votes on any proposal put to a vote in one of the following ways: affirmative, negative or abstention. The securities registration and clearing 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.

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

Article 93 Where the meeting chair has any doubt on the result for any resolution put to the vote, he may arrange for the votes cast to be recounted; where the meeting chair fails to count the votes, the shareholders and shareholder proxies in attendance at the meeting who have an objection to the result announced by the meeting chair may require that the votes be recounted immediately after the announcement of the voting results, in which case the meeting chair shall immediately arrange for the votes to be recounted.

Article 94 Resolutions of the general meeting shall be announced without delay. The announcement shall include the number of shareholders and shareholder proxies in attendance at the meeting, the total number of voting shares they hold and the proportion such shares represent of the total number of company voting shares, the voting methods used, the voting result for each proposal, and the details of each resolution adopted.

Article 95 Where a proposal is not adopted or a resolution made at a previous general meeting is changed at any subsequent general meeting, a special note shall be included in the announcement of general meeting resolutions.

Article 96 Where any proposal for the election of a director or supervisor is adopted at a general meeting, the new director or supervisor shall take office on the date when the resolutions of the general meeting have been made.

Article 97 Where a general meeting adopts a proposal to pay a cash dividend, gift shares or convert capital reserves into shares, the company shall implement the specific scheme in question within two months of the close of the general meeting.

Chapter V Board of Directors

Section 1 Directors

Article 98 None of the following persons may serve as a director of the company:

1. any person who lacks civil capacity or has limited civil capacity;
2. any person who has been sentenced to a term of imprisonment for any of the

following crimes and completed the sentence less than five years ago: embezzlement, bribery, conversion of property, misappropriation of property, or sabotaging the socialist economic order; or who has been deprived of his political rights as a result of a criminal conviction and had that sanction lifted less than five years ago;

3. any person who has served as a director, the factory chief, or the president of a bankrupted and liquidated company or enterprise and was held personally accountable for such bankruptcy, where the bankruptcy and liquidation were completed less than three years ago;

4. any person who has served as the legal representative of a company or enterprise whose business license was revoked due to any violation of law, and was held personally accountable for the circumstances leading to the revocation, where the revocation occurred less than three years ago;

5 any person who has defaulted on a personal debt for a significant amount;

6. any person who has been denied access to the securities market by the CSRC where the relevant period remains unexpired;

7. any person who is banned from doing so in accordance with other laws, administrative regulations or departmental rules.

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

Article 99 Directors shall be elected or replaced by the general meeting before the expiry of the tenure. Directors' tenure shall be 3 years. On the expiration of the term, the same director may be reelected and serve another term.

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

The president and other senior officers may concurrently serve as directors to the extent that the total number of directors concurrently serving as the president or other senior officers and the directors that are acted by staff representative shall not exceed 50% of the total number of the company's directors.

Article 100 Directors shall abide by laws, administrative regulations and the articles of association, and shall have the following fiduciary duties to the company:

1. directors shall not abuse their authority by accepting bribes or other illegal income, and shall not convert company property;
2. directors shall not misappropriate company funds;
3. directors shall not deposit company assets into accounts held in their own names or in the name of any other individual;
4. directors shall not, in violation of the articles of association, loan company funds to any other person or give company assets as security for the debt of any other person without the approval of the general meeting or the board of directors;
5. directors shall not conclude any contract or engage in any transaction with the company either in violation of the articles of association or without the approval of the general meeting;
6. directors shall not use the advantages provided by their own positions to pursue business opportunities that properly belong to the company to engage in the same business as the company either for their own account or for the account of any other person without the approval of the general meeting;
7. directors shall not accept commissions paid by others for transactions conducted with the company as their own;
8. directors shall not disclose confidential company information without authorization;
9. directors shall not abuse their connected relationships to damage the company's interests; and
10. directors shall have other fiduciary duties prescribed in laws, administrative regulations, departmental rules and the articles of association.

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

Article 101 Directors shall abide by laws, administrative regulations and the articles of association, and shall have the following due diligence duties to the company:

1. directors shall prudently, earnestly and diligently exercise the powers the company grants to them to ensure that the company conducts its commercial activities in a manner that complies with the requirements of state laws, administrative regulations and state economic policies, and that the company's commercial activities do not go

beyond the scope of the business activities stipulated in the company's business license;

2. directors shall treat all shareholders equally;
3. directors shall maintain a timely awareness of the operation and management of the company;
4. directors shall sign written statements confirming the regular reports of the company, and ensure that the information disclosed by the company is true, accurate and complete;
5. directors shall provide accurate information and materials to the board of supervisors and shall not obstruct the board of supervisors or individual supervisors from performing its or their duties; and
6. directors shall have other due diligence duties prescribed in laws, administrative regulations, departmental rules and the articles of association.

Article 102 Where a director neither attends in person nor authorizes another director to attend a meeting of the board of directors twice in succession, the director shall be deemed to be unable to perform his duties and the board of directors shall advise the general meeting to dismiss the director in question.

Article 103 Any director may submit his resignation prior to the expiration of his term of office. Where a director resigns, he shall submit a written resignation report to the board of directors. The board of directors shall disclose the relevant information within two days.

Where the number of directors on the board of directors falls below the quorum due to a director's resignation, the director who has resigned shall, before a new director is elected and takes office, perform his directors' duties in accordance with laws, administrative regulations, departmental rules and the articles of association.

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

When a director's resignation takes effect or on the expiration of his term of office, the director shall go through all handover formalities with the board of directors. The director's fiduciary duties to the company and shareholders shall remain effective for two years and shall not be automatically discharged on the expiration of his term of office.

Article 104 Upon the resignation of the director or the expiration of the term of office, all transfer procedures shall be completed with the board of directors. The loyalty obligations to the company and the shareholders shall not be discharged after the end of the term of office and shall remain valid for two years.

Article 105 Unless stipulated otherwise in the articles of association or legally authorized by the board of directors, no director shall act on behalf of the company or the board of directors in his own name. Where a director acts in his own name while a third party reasonably believes that the director is acting on behalf of the company or the board of directors, the director shall state his position and status in advance.

Article 106 Any director who violates any law, administrative regulations or the articles of association in the course of performing his duties and thereby causes the company to suffer a loss shall be liable for making compensation.

Article 107 Independent directors shall comply with the relevant provisions of laws, administrative regulations and ministry rules.

Section 2 Board of Directors

Article 108 The company shall establish a board of directors, which shall be responsible to the general meeting.

Article 109 The board of directors shall consist of 9 directors, and shall have a chairman and a vice-chairman.

Article 110 The board of directors shall exercise the following powers:

1. to convene the general meeting and present reports thereto;
2. to implement resolutions adopted by the general meeting;
3. to determine the company's operating plans and investment programs;
4. to draft the company's annual financial budget and final accounts plan;
5. to draft plans for the distribution of company profits and plans to cover losses;
6. to draft plans relating to any increase or reduction in registered capital, the issuance of bonds or other securities, or listing;
7. to draft plans for the company's major purchases, the purchase of company stock,

- or any merger, breakup, change of corporate form or dissolution of the company;
8. to determine, within the scope of the powers granted by the general meeting, matters including the company's external investments, the sale and purchase of assets, asset mortgages, external guarantees, third party financial management, and related-party transactions;
 9. to determine the establishment of the company's internal management structure;
 10. to appoint or dismiss the company president or secretary to the board of directors; appoint or dismiss company deputy presidents or the chief financial officer in accordance with the manager's recommendations and decide on their remuneration and incentive schemes;
 11. to formulate the company's basic management systems;
 12. to formulate plans to amend the articles of association;
 13. to manage the disclosure of information by the company;
 14. to make proposals to the general meeting on the appointment or replacement of the accounting firm that audits the company;
 15. to hear work reports given by the president of the company and oversee the president's work; and
 16. any other power granted by laws, regulations, departmental rules or the articles of association.

The board of directors of a listed company should establish an corporate strategy, audit, nomination, and remuneration and assessment committee or other specialized committees. The special committees are accountable to the board of directors and perform their duties in accordance with the Articles of Association and authorization of the board. Proposals by the special committees should be submitted to the board for deliberation and decision. Special committees are composed solely of directors. Independent directors should make up the majority of the audit committee, the nomination committee and the remuneration and assessment committee, and should convene the committee meetings. The convener of the audit committee must be an accounting professional. The board of directors is responsible for making work procedures of specialized committees for the operation of specialized committees.

Article 111 The board of directors shall provide an explanation to the general meeting on any non-standard audit opinion issued by a certified public accountant in relation to company financial reports.

Article 112 The board of directors shall formulate its own rules of procedure to ensure that it implements general meeting resolutions, enhances work efficiency and safeguards systematic decision-making.

Article 113 The board of directors shall determine limits relating to external investments, purchases and sales of assets, asset mortgages, external guarantees, third party financial management and related-party transactions; shall establish strict procedures for examination and decision-making; for major investment projects, the board of directors shall arrange for relevant experts and professionals to carry out assessments and submit reports to the general meeting for approval.

The board of directors decides the matters such as external investment, purchasing and selling assets, asset guarantee and trust management etc. and the value of which is less than 30% of the latest audited assets of the company; otherwise, those matters shall be proposed to the general meeting.

The authority that the general meeting of shareholders grants the board of directors for external investment, acquisition and sale of assets, assets mortgage or external guarantees, administration of finance by a third party, affiliated transaction is based on the Administrative Measures on External Investment, External Guarantee, Affiliated transaction approved by the general meeting of shareholders.

Article 114 The board of directors shall appoint one chairman and one vice-chairman. The chairman and vice-chairman shall be elected by an absolute majority of directors.

Article 115

The chairman of the board of directors shall exercise the following powers:

1. to preside over general meetings and to convene and preside over meetings of the board of directors;
2. to supervise, promote and oversee the implementation of resolutions of the board of directors;
3. to sign the company's stock, bond and other securities;
4. to sign the significant documents of the board of directors and others which need to be signed by the legal representative;
5. to exercise the functions and power of legal representative;
6. to carry out the following matters:
 - (1) matters such as external investment, purchasing and selling assets, asset guarantee

and trust management etc. (excluding the related party transaction and external guarantee) where its value is less than 3 million and 0.5% of absolute value of the latest audited total assets of the company; the aforesaid purchasing and selling assets refers to as the purchasing and selling apart from the daily business activities.

(2) related party transactions between the company and the related party where the value is less than 3 million or 0.5% of absolute value of the latest audited net assets of the company;

(3) to make a loan within the credit quota of the year authorized by the board of directors, the value of each new loan or the cumulative loans of a complete accounting year is less than 0.5% of the latest audited total assets of the company when outside of the credit quota; and

(4) to recruit and dismiss the management staff other than those shall be recruited and dismissed by the board of directors.

7. under the force majeure such as serious natural disasters, to exercise the special jus disponendi of the company matters, and to report to the board of directors and general meeting; and

8. any other power granted by the board of directors.

Article 116 The vice-chairman of the company shall assist the chairman in his work. Where the chairman is unable to exercise his powers or fails to do so, the vice-chairman appointed by the chairman shall exercise such powers on his behalf (where the company has two or more vice-chairmen, the vice chairman jointly elected by an absolute majority of directors shall exercise such powers). Where the vice chairman is unable to exercise his powers or fails to do so, a director jointly nominated by an absolute majority of directors shall exercise such powers.

Article 117 The board of directors shall hold meetings no less than twice a year. The meetings shall be convened by the chairman of the board of directors and notice shall be given to all directors and supervisors ten days before the meeting is held.

Article 118 Shareholders representing more than one tenths of all voting rights, more than one thirds of all directors or the board of supervisors may propose an interim meeting of the board of directors. The chairman of the board of directors shall, within ten days of receiving any such proposal, convene and preside over a meeting of the board of directors.

Article 119 The notification methods used for interim meetings of the board of directors shall be personal service, fax and email, and the time limit for notification shall be three days before the meeting is convened. But, the telephone or other oral ways of notification can be used in case of emergency and explanation shall be given by the convener.

Article 120 Board of directors meeting notices shall include the following details:

1. the date and time of the meeting and the meeting venue;
2. the length of the meeting;
3. the reason for the meeting and topics to be discussed;
4. the date of issue of the notice.

Article 121 No meeting of the board of directors shall be held unless attended by an absolute majority of directors. Any resolution adopted by the board of directors shall require affirmative votes by an absolute majority of directors.

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

Article 122 When the board meeting of a listed company deliberates on a related transaction, related directors shall withdraw from the voting and shall not exercise voting powers on behalf of other directors. The relevant meeting of the board of directors shall not be held unless attended by an absolute majority of directors without a connected relationship with any such enterprise, and any resolution made at the meeting must be voted for by a majority of directors without any such relationship to be passed. Where the number of directors without any such connected relationship attending the meeting is less than three, the matter shall be submitted to the general meeting for consideration.

The connected directors aforesaid shall include the following directors or a director who falls within any one of the following cases:

- 1 Those acting as a counterparty;
- 2 Those who are a direct or indirect controller of the counterparty;
- 3 Those that hold a post in the counterparty, in a legal person or other organisation capable of directly or indirectly controlling such counterparty, or in a legal person or other organisation directly or indirectly controlled by such counterparty;
- 4 Family members that have a close relationship with the counterparty or the direct or

indirect controller thereof (family members of the persons here mentioned including their spouse, child(ren) aged 18 and above and their spouse, parents, their spouse's parents, siblings and their spouse, their spouse's siblings, the parents of their child(ren)'s spouse;);

5 Family members that have a close relationship with the directors, supervisors or senior management personnel of the counterparty or with a direct or indirect controller thereof; and

6 Directors recognised by the China Securities Regulatory Commission, the Shanghai Stock Exchange, or the listed company as having a conflict of interest with the listed company that may influence their ability to exercise business judgment independently.

When a director and the company where the director work for have significant direct or indirect interests in a contract, deal or arrangement concluded by or intended to be concluded by the company (apart from contracts of appointment concluded between the company and director), regardless of whether the matter is required to be approved by the board of directors under normal circumstances, the nature and degree of connected relationship shall be promptly disclosed to the board of directors.

Unless the connected director has disclosed his/her interest to the board of directors according to provisions of the preceding paragraph of this Article, and the board of directors has approved the matter in a vote in which that director has not been included, the company shall have the right to cancel that contract, deal or arrangement. However, exception shall be made if the other party is a bona fide party which did not know that the actions of the director were in violation of his/her obligations.

The abstention and voting procedures for related directors:

1. The secretary to the board of directors or related directors or other directors shall file an application for abstention according to relevant regulations;
2. The related directors may not participate in the consideration of affiliated transaction;
3. When the board of directors votes on affiliated transaction, the non-related directors present at the board of directors shall vote for the affiliated transaction according to the Articles of Association after deducting the voting rights represented by the related directors.

Article 123 The voting method to be used for resolutions of the board of directors is open ballot or raising hands.

On the condition that directors are given sufficient opportunity to voice their opinions, an interim meeting of the board of directors may be conducted by ways such as fax and may make resolutions, which shall be signed by the directors in attendance at the meeting.

Article 124 Meetings of the board of directors shall be attended by each director in person. Where a director is unable to attend a meeting for any reason, he may issue a written proxy form appointing another director to attend on his behalf. The proxy form shall set out the name of the proxy, the matters for which he has been appointed, the scope of his authorization and the valid term, and shall be signed or sealed by the appointing director. Any director who attends a meeting on behalf of another director shall exercise the latter's rights within the scope of his authorization. Any director who neither attends a meeting of the board of directors nor appoints a proxy to attend on his behalf shall be deemed to have waived his voting rights at the meeting.

Article 125 The board of directors shall prepare minutes regarding its decisions on matters considered at the meeting, which shall be signed by the directors in attendance at the meeting.

The meeting minutes for the board of directors shall be retained in company archives for ten years.

Article 126 Board of directors meeting minutes shall include the following details:

1. the date and time of the meeting, the meeting venue and the name of the meeting convener;
2. the names of the directors in attendance at the meeting and the names of directors (proxies) appointed by other directors to attend the meeting;
3. the meeting agenda;
4. the key points made by the directors in the course of discussions;
5. the voting method adopted and the voting result for each resolution (the voting result shall record the numbers of affirmative votes, negative votes and abstentions).

Section 3 Independent Director

Article 127 The board of directors shall have 3 independent directors. An independent director shall dutifully perform his duties and responsibilities, safeguard

the company's overall interests and, in particular, pay attention that the lawful rights and interests of small and medium shareholders are not prejudiced.

An Independent Director shall perform his duties and responsibilities independently, without the interference of the principal shareholders or the persons in actual control of, or other entities or individuals that have a material interest in, the listed company. In principle, an Independent Director shall not simultaneously hold the position of Independent Director in more than five listed companies and he shall ensure that he has sufficient time and energy to effectively perform his duties and responsibilities as an Independent Director.

Article 128 The board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 1% of shares issued outside of the company can propose the candidate of independent director, and the independent director shall be elected by the general meeting.

Article 129 In addition to the functions and powers granted directors under the Company Law and other relevant laws and regulations, the company shall grant independent directors the following special functions and powers:

1. major related-party transactions (namely proposed related-party transactions between the company and a related person with a total value of more than CNY 3 million and more than 0.5% of the company's most recently audited net asset value) shall be submitted to the board of directors for deliberation after the approval of the independent directors;

(1) before rendering their judgment, independent directors may engage an intermediary organization to issue an independent financial consultant report for use as a basis for rendering their judgment;

2. proposing the engagement or dismissal of an accounting firm to the board of directors;

3. proposing to the board of directors the convening of an extraordinary shareholders' general meeting;

4. proposing the convening of a meeting of the board of directors;

5. independently engaging external auditing institutions and consultancies; and

6. openly soliciting shareholders' voting rights before the holding of a shareholders' general meeting;

Independent directors shall obtain the consent of at least half of all the independent

directors before exercising the afore-mentioned functions and powers.

If any of the afore-mentioned proposals was not accepted or any of the afore-mentioned functions and powers could not be exercised normally, the company shall disclose the details thereof.

Article 130 An independent director shall attend the meetings of the board of directors on time, and have full knowledge of the operation of the company. Besides the attendance of the meetings, an independent director shall spend more than 10 days per year investigating the situations of operation, management and inner control etc. of the company.

An independent director shall present the annual report of all independent directors illustrating their performance to the general meeting of the company,

Article 131 Concerning the following matters, an independent director shall express one of the independent opinions: agreement, reservation and its reasons, objection and its reasons, and unable to make comments and its reasons on the following material matters of the company:

1. the nomination, appointment and removal of directors;
2. the engagement or dismissal of senior management personnel;
3. the remuneration of the company's directors and senior management personnel;
4. the board of directors did not prepare the cash profit distribution plan;
5. existing or new loans totaling more than CNY3 million or more than 5% of the listed company's most recently audited net asset value extended to the listed company by its shareholders, persons in actual control or affiliates or other transactions involving funds amounting to more than CNY3 million or more than 5% of the listed company's most recently audited net asset value between the listed company and its shareholders, persons in actual control or affiliates, and whether the company has taken effective measures to recover the monies owed;
6. matters that may, in an independent director's opinion, prejudice the rights and interests of small and medium shareholders; and
7. other matters specified in the company's articles of association.

Article 132 An independent director shall perform his due diligence obligation when discovering the following matters, and when necessary can hire an intermediary organization to make a special investigation:

1. significant matters haven't present to the board of directors;
2. haven't disclose matters in time;
3. there exists false records, misleading statements or major omissions in the public information;
4. other circumstances that violating laws and rules or prejudicing the rights and interests of small and medium shareholders.

Article 133 Under the following circumstances, an independent director shall make a public announcement:

1. dismissed by the company and the reason of which is deemed unreasonable;
2. to resign since there exists situations that hinder the independent director effectively exercise his functions and powers;
3. the board of director did not take effective measures after the report of violating laws and rules; and
4. other situations that hinder the independent director exercising his functions and powers.

Article 134 An independent director shall present the annual report to the annual general meeting of the company on the following matters:

1. times of attendance and the voting situation of the meetings of board of directors and general meetings of the last year;
2. situation of expressing the independent opinions;
3. work concerning on protecting the legal rights and interests of small and medium shareholders, and
4. other work on his performance, such as proposing a meeting of board of directors, and engagement or dismissal of an intermediary organization, etc.

Article 135 The company shall establish the independent director system, and the secretary to the board of directors shall assist the exercising of functions and powers of independent director. The company shall guarantee an independent director the equal right to know, and be provided with the company's materials in time to the independent director.

Article 136 An independent shall have the same term of office with other directors, and can be re-elected and re-appointed after the expiration of the term, but the

duration shall be less than 6 years. An independent director shall not be dismissed without reasonable reason before the expiration of his term. If such, the company shall disclose such matters as a special disclosure matter.

Article 137 An independent director may submit his resignation before the expiration of his term. When an independent director resigns, he shall submit a written resignation to the board of directors in which he provides information on any circumstances related to his resignation or any circumstances to which he believes the attention of the company's shareholders and creditors must be drawn. If the resignation of an independent director causes the number of independent directors on the company's board of directors to fall below the minimum ratio required, the written resignation of the said independent director shall only enter into effect after his successor as independent director fills the vacancy.

Article 138 The board of directors of the company shall establish the Independent Director Working System as the appendix of the articles of association.

Section 4 Secretary to the Board of Directors

Article 139 The company shall have a secretary to board of directors. The board secretary is a senior officer of the company. It shall be responsible for the company and the board of directors and shall perform duties faithfully and diligently.

Article 140 Any person to be appointed as the board secretary by the board of director shall have:

1. good professional ethics and integrity, expertise in finance, management and law necessary for performing duties, work experience necessary for performance of duties;
2. any person who falls in any of the following circumstances shall not act as the board secretary:
 - (1) having any of the circumstances provided for in Article 146 of the company Law;
 - (2) obtaining administrative punishment imposed by CSRC in recent three years;
 - (3) once having been reproached publicly or criticized by a stock exchange more than three times in recent three years;
 - (4) any circumstances set forth in article 97 of the articles of association;
 - (5) acting as the existing supervisor of the company ; or

- (6) having other circumstances incompetent as a secretary of the board of directors.
3. where the board secretary of the company falls in one of the following circumstances, the company shall dismiss him or her within one month after such circumstance occurs:
- (1) being identical with any of the circumstances provided for in Item 2 of this article hereof;
 - (2) failing to perform duties for more than three consecutive months;
 - (3) incurring major errors or omissions when he or she performs duties, resulting in serious consequences;
 - (4) violating laws, regulations or other normative documents, resulting in serious consequences.

Article 141 The main functions and powers of board secretary shall be:

1. be responsible for releasing corporate information externally, formulating and improving the information disclosure management system; urging the company's employees with the obligation to disclose relevant information to comply with relevant regulations on information disclosure, and assisting with relevant parties and persons in performing the obligation of information disclosure;
2. be in charge of managing the investor relationship, and improving the company's mechanism for investors' communications, reception and services;
3. organizing, preparing and attending the meetings of the board of directors, meetings of special commissions under the board of directors, meetings of the board of supervisors and shareholders' meetings;
4. be in charge of the confidential work of information disclosure, and report to Stock Exchange(s) and disclose such information in time;
5. checking on the truth of media reports, and prompting the board of directors to reply the questions of Stock Exchange(s);
6. organizing the company's directors, supervisors, senior officers and other relevant personnel to attend training courses relating to pertinent laws, regulations and other normative documents;
7. prompting the company's directors, supervisors and senior officers to perform obligations faithfully and diligently; upon the awareness of actual or potential decisions made by any of the aforesaid persons in violation of pertinent laws, regulations and other normative documents, the secretary to the board of directors shall give a warning first and report to the Stock Exchange(s) immediately;

8. be responsible for the company's equity management affairs, taking care of the materials of shareholding of the company's directors, supervisors and senior management officers, the controlling shareholder and its directors, supervisors and senior managers, and be in charge of the disclosure of the changes of shareholding of the company's directors, supervisors and senior management officers; and
9. other functions and powers required in the company law or articles of association, or by the CSRC or the Stock Exchange(s).

Article 142 The director or other senior manager of the company can concurrently serves as the board secretary. The registered accountant or lawyer hired by the company shall not be served as the board secretary concurrently.

Article 143 The board secretary shall be nominated by the chairman of the board of directors, and be engaged or dismissed by the board of directors. Where a director concurrently serves as the board secretary, he/she shall not present as the double duty when some activity needs a director and board secretary separately.

Article 144 The company shall provide conveniences to the board secretary for performing duties, and its directors, supervisors, senior officers and relevant staff shall cooperate with the Board Secretary in performing duties. The board secretary is entitled be have a knowledge of the financial and operation situations of the company concerning his/her performance of duties, and look into relevant material, and ask relevant departments and personnel to provide such materials.

Article 145 The board secretary shall enter into a confidentiality agreement with the company, undertaking to continually perform confidentiality obligation until such information is in public domain within the tenure and after demission, except for the information about the company's violation of laws and regulations.

In the case of a vacancy of the board secretary within three months, the board of the company shall appoint a director or a senior officer in time to take the responsibilities of the board secretary and report to the Stock Exchange(s) for filing.

Where the board of directors fails to appoint a person to perform the duties of the secretary of the board of directors or the secretary of the board of directors is vacant for more than three months, the legal representative of the company shall perform the duties of the board secretary on his/her behalf until a new secretary is appointed.

Chapter VI The President and Other Senior Officers

Article 146 The company shall appoint one president, who shall be appointed or dismissed by the board of directors.

The company shall appoint several deputy presidents, who shall be appointed or dismissed by the board of directors.

The president, the deputy presidents, the chief financial officer and board secretary shall be deemed to be the senior officers of the company.

Article 147 The provisions of Article 97 of the articles of association relating to the circumstances in which individuals may not serve as directors shall also apply to senior officers.

The provisions of Article 100 of the articles of association relating to directors' fiduciary duties and the provisions of Items 4 to 6 of Article 101 on directors' due diligence duties shall also apply to senior officers.

Article 148 No person who serves in any non-director position in a unit of any of the company's controlling shareholders or ultimate controllers shall serve as a senior officer of the company.

Article 149 The term of office for the president shall be 3 years, and may be renewed upon reappointment.

Article 150 The president shall report to the board of directors and shall exercise the following powers:

1. to manage the company's production and operations, and organize the implementation of board resolutions;
2. to organize the implementation of the company's annual operating plans and investment programs;
3. to draft the plan for the company's internal management structure;
4. to formulate the company's basic management systems;
5. to formulate detailed company rules;
6. to make recommendations to the board of directors on the appointment or removal of any deputy president or the chief financial officer;

7. to appoint or remove officers of the company other than those to be appointed or removed by the board of directors; and
8. any other power granted by the articles of association and the board of directors.

The manager shall be present at board meetings without voting rights.

Article 151 The president shall formulate his own detailed working rules, which shall be implemented after being approved by the board of directors.

Article 152 The detailed working rules for the president shall include the following particulars:

1. the conditions and procedures for convening the management layer's meeting and the meeting participants;
2. the respective and specific duties of and division of work between the president and other senior officers;
3. the use of the company's capital and assets, the power to conclude major contracts, and the system for reporting to the board of directors and the board of supervisors; and
4. other matters deemed necessary by the board of directors.

Article 153 The president may resign before the expiration of his term of office. Specific procedures and measures with respect to the president's resignation shall be prescribed in the employment contract by and between the president and the company.

Article 154 The deputy president shall be nominated by the president and be engaged or dismissed by the board of directors. The deputy president shall assist the work of the president.

Article 155 Any senior officer who violates any law, administrative regulations, departmental rules or the articles of association and thereby causes the company to suffer a loss shall be liable for making compensation.

Chapter VII Board of Supervisors

Section 1 Supervisors

Article 156 The provisions of Article 97 of the articles of association relating to the circumstances in which individuals may not serve as directors shall also apply to supervisors.

No director, president or other senior officer shall concurrently act as a supervisor.

Article 157 Supervisors shall abide by laws, administrative regulations and the articles of association, and shall owe fiduciary and due diligence duties to the company. Supervisors shall not abuse their authority by accepting bribes or other illegal income, nor shall they convert company property.

Article 158 The term of office of a supervisor shall be three years. On the expiration of his term of office, the same supervisor may be reelected and serve another term of office.

Article 159 Where a new supervisor has not yet been elected on the expiration of a supervisor's term of office, or the number of supervisors on the board falls below the quorum due to the resignation of a supervisor during his term of office, that supervisor, before the newly elected supervisor takes his office, shall continue to perform his duties in accordance with laws, administrative regulations and the articles of association.

Article 160 Supervisors shall ensure that the information disclosed by the company is true, accurate and complete.

Article 161 Supervisors may attend meetings of the board of directors and make inquiries or present proposals relating to issues to be determined by the board of directors.

Article 162 Supervisors shall not take advantage of their connected relationships with others to damage the company's interests and, where any loss is incurred as a result of any such violation, shall be liable for making compensation.

Article 163 Any supervisor who violates any law, administrative regulations, departmental rules or the articles of association and thereby causes the company to suffer a loss shall be liable for making compensation.

Section 2 Board of Supervisors

Article 164 The company shall establish a board of supervisors. The board of supervisors shall consist of 6 supervisors, shall have a chairman, and may have a vice-chairman. The chairman and the vice-chairman shall be elected by an absolute majority of supervisors. The chairman shall convene and preside over meetings of the board of supervisors. Where the chairman is unable to exercise his powers or fails to do so, the vice-chairman shall convene and preside over meetings of the board of supervisors. Where the vice-chairman is unable to exercise his powers or fails to do so, a director jointly nominated by an absolute majority of directors shall convene and preside over meetings of the board of supervisors.

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

Article 165 The board of supervisors shall exercise the following powers:

1. to examine and give written examination opinions on the company's regular reports prepared by the board of directors;
2. to review the financial affairs of the company;
3. to monitor the conduct of the directors or senior officers in the course of performing their duties and to propose the recall of any director or senior officer who violates any law or administrative regulations, or the articles of association;
4. to require any director or senior officer who damages the company's interests to take remedial action;
5. to propose interim general meetings, and to convene and preside over a general meeting when the board of directors fails to perform its duty to convene and preside over a general meeting as prescribed in the Company Law;
6. to submit proposals to the general meeting;
7. to file a suit against any director or senior officer of the company in accordance with the provisions of Article 152 of the Company Law; and
8. to undertake an investigation on discovering any irregularities in the operation of

the company and, where necessary, engage an accounting firm to assist in any such investigation at the expense of the company.

9. other supervisors' powers may be prescribed in the articles of association.

Article 166 The board of supervisors shall hold meetings no less than once every six months. An interim meeting may be convened at the request of the supervisors. Resolutions of the board of supervisors shall be adopted by an absolute majority of supervisors.

Article 167 The board of supervisors shall formulate its own rules of procedure, specifying discussion methods and voting procedures to ensure work efficiency and safeguard systematic decision-making.

Article 168 The board of supervisors shall prepare meeting minutes relating to decisions on matters considered at its meetings, which shall be signed by the supervisors in attendance at the meeting.

Supervisors may require that explanatory records with respect to the key points made in discussions at their meetings be kept in their meeting minutes. The meeting minutes for the board of supervisors shall be retained in company archives for ten years.

Article 169 Board of supervisors meeting notices shall include the following details:

1. the date and time of the meeting, the meeting venue and the length of the meeting;
2. the reasons for the meeting and the topics to be discussed; and
3. the date of issue of the notice.

Chapter VIII Party Committee

Article 170 The Company shall establish a Party Committee and a Discipline Inspection Commission of China-Singapore Suzhou Industrial Park Development Group Co., Ltd (hereinafter, “Discipline Inspection Commission”). The Party Committee consists of a secretary and several other committee members. In principle, the chairman of the Board of Directors and the party committee secretary shall be the same person and a full-time deputy secretary shall be designated to carry out Party-building work. Eligible party committee members may be appointed as members of the Board of Directors, the Board of Supervisors and the management

team of the Company through legal procedures, while eligible party members from the Board of Directors, the Board of Supervisors and the management team of the Company may be appointed as members of the party committee pursuant to relevant requirements and procedures.

Article 171 The party committee of the Company shall perform its duties in accordance with the Constitution of the Communist Party of China and other party regulations.

1. To ensure and supervise the implementation of party and national guidelines and policies by the Company, to enforce the strategic decisions of the Jiangsu Province, Suzhou City, the working committee of Suzhou Industrial Park and Suzhou Industrial Park Administrative Committee as well as important tasks of the party committee of the Stateowned Assets Supervision and Administration Commission of the State Council and the superior party organizations;
2. To stick to the principle of the Party Supervising Cadres while ensuring that the Board of Directors is entitled to appoint senior management pursuant to law and senior management is entitled to appoint staff members pursuant to law. The party committee shall consider and give advice on the candidates nominated by the Board of Directors, Chairman of the board of directors and general manager, and may nominate candidates to the Board of Directors and general manager for consideration. It shall review the proposed candidates together with the Board of Directors and provide opinions and suggestions;
3. To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' interests, and provide comments and suggestions;
4. To undertake the main responsibilities of comprehensive and strict party management; guide the Company' s ideological and political work, the united front work, construction of spiritual civilization, construction of corporate culture and affairs of the trade union, the Communist Youth League and other mass organizations; take leadership in the construction of the Party's working style and a clean and honest administration, and support the Discipline Inspection Commission to effectively discharge its oversight responsibilities.

Article 172 The company shall formulate its own financial and accounting system in accordance with laws, admin

Chapter IX Financial and Accounting System, Profit Distribution and Audit

Section 1 Financial and Accounting System

Article 173 The company shall formulate its own financial and accounting system in accordance with laws, administrative regulations and the provisions of relevant state departments.

Article 174 The company shall, within four months of the end of each accounting year, submit its annual financial and accounting reports to the China Securities Regulatory Commission and the relevant stock exchange(s), within two months of the end of the first six-month period of each accounting year, submit its interim financial and accounting reports to its local China Securities Regulatory Commission agency and the relevant stock exchange(s), and within one month of the end of the first and third quarters of each accounting year, submit its quarterly financial and accounting reports to its local China Securities Regulatory Commission agency and the relevant stock exchange(s).

The aforesaid financial and accounting reports shall be formulated in accordance with applicable laws, administrative regulations and departmental rules.

Article 175 The company shall not establish any separate accounts books other than those prescribed by law. The company's assets shall not be deposited into any account established in an individual's name.

Article 176 In distributing its current-year after-tax profits, the company shall allocate 10% of its profit to its statutory reserve fund. Allocations to the company's statutory reserve fund may be waived once the cumulative amount of funds therein exceeds 50% of the company's registered capital.

Where the statutory reserve fund is not sufficient to cover any loss made by the company in the previous year, the current year's profit shall be used to cover such loss before any allocation is made to the statutory reserve fund pursuant to the preceding paragraph.

After an allocation to the statutory reserve fund has been made from the after-tax profit of the company, and subject to the adoption of a resolution by the general

meeting, an allocation may be made to the discretionary reserve fund.

After the company has covered its losses and made allocations to the reserve funds, any remaining profit shall be distributed to the shareholders in proportion to their respective shareholdings unless otherwise stipulated in the articles of association.

Where the general meeting or the board of directors, in violation of the preceding paragraph, distributes profits to the shareholders before covering company losses and making an allocation to the company statutory reserve fund, the profits so distributed must be returned to the company.

Profits shall not be distributed to company shares held by the company itself.

The company shall specify in its Articles of Association the priority sequence of cash dividend distribution and stock dividend distribution regarding the selection of the mode of profit distribution, and shall include the following matters:

- 1 the decision-making procedures and mechanisms of the board of directors and the general assembly of the company on profit distribution matters especially cash dividend distribution, the specific conditions and decision-making procedures and mechanisms for adjusting current profit distribution policies especially cash dividend distribution policies, and measures taken to sufficiently hear the opinions of independent directors and minority shareholders; and
- 2 the specific contents of the company's profit distribution policies especially cash dividend distribution policies, the form of profit distribution, the interval between profit distribution events especially that of cash dividend distribution, the specific conditions for cash dividend distribution, the conditions for granting stock dividends, and the minimum amount or proportion (if any) of each cash dividend distribution.

Article 177 Company reserve funds shall be used to cover company losses, expand production and operations, or converted to increase the company's capital. However, the capital reserve fund must not be used to cover company losses. After converting statutory reserve funds into capital, the amount remaining in the statutory reserve fund shall be no less than 25% of the company's registered capital.

Article 178 After the general meeting makes a resolution on a profit distribution plan, the board of directors shall complete the distribution and payment of dividends (or shares) within two months of holding the general meeting.

Article 179 The company's profit distribution policies are as follows:

1. Profit Distribution Principles

The company implements a continuous and stable profit distribution policy. The company's profit distribution should pay attention to the reasonable return on investment of investors, protect the legal interests of investors, and take into account the sustainable development of the company.

The Company shall follow the principle of equal dividend for equal share.

2. The form of profit distribution and the interval between profit distribution events

The company may distribute the profits by way of cash, bonus shares and by a combination of both or other methods permitted by laws and regulations, but the company should give priority to choose the distribution of profits by cash dividends. Cash dividends shall be adopted for profit distribution when cash dividends conditions are met.

When cash dividends conditions are met, the company conducts a profit distribution each year in principle. The company can conduct interim profit distribution after approved by the board of directors and the general meeting of shareholders.

3. Specific content of profit distribution

(1) The order of Profit Distribution

If the company's normal production and operation capital requirements are satisfied, the company may give priority to adopt the cash dividends. If the conditions of cash dividends are met, the company should adopt the cash dividends for profit distribution.

(2) The condition and proportion of cash dividends.

The Company shall distribute cash dividends when the following conditions are met:

i) the distributable profits for the corresponding year (i.e. the after-tax profits after compensating for losses and withdrawing for the common reserve) are positive, and
ii) auditor issues a clean report on the annual financial report for the corresponding year, and; iii) the Company has no major investment plans or major CAPEX, or other major expending under some exceptional circumstances for the year following the corresponding year.

The above mentioned major investment or major CAPEX and other major spending under exceptional circumstances refers to the Company's total spending planned for purposes of investment, acquisition, equipment procurement or for any other purposes under exceptional circumstances reaches or exceeds 50 percent of the latest audited net assets.

The board of directors of a listed company shall, by comprehensively considering

factors such as the characteristics of the sector it belongs to, its development stage, its operating mode, its profitability, and whether it has any major expenditure arrangements, propose differential cash dividend distribution policies by the procedure stipulated in the bylaws of the company in light of the following circumstances:

i) If the company is in a mature stage and has no major expenditure arrangements, the proportion of cash dividends shall account for at least 80% in its profit distribution;

ii) If the company is in a mature stage and has major expenditure arrangements, the proportion of cash dividends shall account for at least 40% in its profit distribution; and;

iii) If the company is in a growth stage and has major expenditure arrangements, the proportion of cash dividends shall account for at least 20% in its profit distribution. Where it is difficult to determine the development stage of the company, the above-mentioned provisions may still apply as long as the company has major expenditure arrangements.

When the cash dividends conditions are met, the Company's cash dividends shall be not less than 10 percent of the distributable profit realized in the corresponding year, and in any three consecutive years, the total cash dividends shall be not less than 30 percent of average distributable profits realized in the corresponding consecutive three years.

(3) The conditions of stock dividends distribution

The company shall distribute stock dividends as needed. The specific conditions for dividends distribution are: i) The company is in well operation; ii) Distributing dividends is more beneficial for the company and shareholders based on the situations such as the company's stock not matching its scale, or the company having major invest plan or cash expenditure, or the company being growing, or net asset value in dilution; iii) Cash distribution complying with related laws and regulations and the Articles of Association.

(4) The decision-making process and mechanism for profit distribution policy

The board of directors shall formulate a reasonable profit distribution scheme based on the company's profitability, capital requirements and the Articles of Association, and submit it to the shareholders' meeting after approved by the board of directors. The independent directors and the board of supervisors shall review and issue a written opinion on the abovementioned profit distribution scheme. When the board of

directors reviews the profit distribution scheme, the scheme shall be approved by at least 1/2 of all directors and 1/2 independent directors with specific opinions. When the board of supervisors reviews the scheme, the scheme shall be approved by at least 1/2 of all supervisors. When the general meeting of shareholders reviews the scheme, the scheme shall be approved by at least 1/2 voting rights held by shareholders present at the shareholders' meeting.

When making cash dividend policy, the Board of Directors shall earnestly study on and verify such matters as related to timing, conditions and minimum proportion for cash dividend distribution, and conditions to trigger adjustments of cash dividend distribution policy and decision-making process for such adjustments. Independent directors shall give explicit opinions on whether the issue is in accordance with the law, regulations and the Articles of Association. Independent shareholders may, when formulating profit distribution proposal, seek minority shareholders' opinions and directly submit for board of directors' reviewing. The company shall actively communicate with shareholders especially small and medium sized shareholders through a variety of channels such as phone call, fax, e-mail or investor communication platform and solicit views of small and medium sized shareholders and promptly reply to their concerns before the shareholders' meeting reviewing cash dividend distribution policy.

The Board of Directors, independent directors, and shareholders who meet relevant requirements may solicit proxies before the general meeting of shareholders decides on profit distribution policy, and independent directors who exercise the power of proxy solicitation shall get support from over half of independent directors.

(5) The decision-making process and mechanism for adjustment of profit distribution policy

The Company shall strictly implement such profit distribution policy (especially the cash dividend distribution policy) which is formulated based on relevant laws, regulations and rules, and the Articles of Association and strictly execute the concrete profit distribution scheme (especially the cash dividend distribution scheme) approved by the general meeting of shareholders. When meeting force majeure such as natural disaster or special conditions such as great changes in external business environment, company's business being influenced or about to be influenced hugely, the company may make adjustments to the existed profit distribution policy after carefully deliberation.

The company shall elaborate the necessity and feasibility of the adjustments and fully

consider the opinions of independent directors and shareholders especially minority shareholders. The adjusted plan shall be in accordance with related laws and regulations and approved by board of directors. The adjusted plan shall be voted affirmatively by no less than 2/3 of the voting rights held by the shareholders present at the shareholders' meeting.

The Company shall, in its periodical reports, disclose the formulation and implementation of cash dividend policy, and state the following items: i) whether or not the policy is in compliance with the provisions of the Articles of Association or resolutions of the shareholders' general meeting, and ii) whether or not the standard and proportion of dividends is clear and defined, and iii) relevant decision-making process and mechanism is complete, and iv) whether or not the independent directors fully perform duties with due diligence, and v)whether or not medium and small sized shareholders have channels to voice their opinions and demands, and the legitimate rights and interests of them are fully well protected and etc. In addition, if cash dividend policy is adjusted or amended, the Company shall explain in detail whether or not conditions to trigger such adjustments and related decision-making process are legitimate, compliant and transparent.

Section 2 Internal Audit

Article 180 The company shall implement an internal audit system and arrange for full-time auditors to supervise the internal auditing of the company's financial revenue and expenditure, as well as its economic activities.

Article 181 The internal audit system and auditors' duties shall be implemented after being approved by the board of directors. The audit manager shall be responsible to and report on such work to the board of directors.

Section 3 Appointment of Accounting Firms

Article 182 The company shall appoint an accounting firm qualified to engage in securities-related business to undertake matters including audits of accounting statements, the verification of net assets and other relevant consultancy services. The term of appointment shall be one year, and may be renewed.

Article 183 The company's appointment of an accounting firm shall be decided by the general meeting. The board of directors shall not appoint any accounting firm prior to a decision being made by the general meeting.

Article 184 The company shall ensure that all accounting vouchers, accounts books, financial and accounting reports and other accounting materials are true and complete, and shall not refuse to provide, conceal or fraudulently report such materials and information.

Article 185 Matters relating to accounting firm audit expenses shall be decided by the general meeting.

Article 186 Where the company dismisses or does not reappoint an accounting firm, it shall notify the accounting firm 15 days in advance. The accounting firm may state its views when the general meeting votes on the dismissal of the accounting firm. Where the accounting firm resigns, it shall inform the general meeting whether the company is involved in any improprieties.

Chapter X Notices and Announcements

Section 1 Notice

Article 187 Company notices shall be served by any of the following means:

1. by hand;
2. by mail;
3. by announcement; or
4. any other means stipulated in the articles of association.

Article 188 Where a notice is served by announcement, once the announcement has been made, all the relevant persons shall be deemed to have received the notice.

Article 189 Notices on the holding of a general meeting shall be made by personal delivery, email or fax.

Article 190 Notices on the holding of a meeting of the board of directors shall be

made by personal delivery, email or fax.

Article 191 Notices on the holding of a meeting of the board of supervisors shall be made by personal delivery, email or fax.

Article 192 Where a company notice is served by personal delivery, the person on whom it is served shall sign or seal the proof of service and the receipt date shall be deemed to be the service date; where a notice is served by mail, the 7 working day from its delivery to the post office shall be deemed to be the service date; where a notice is served by fax, the date sent by fax is the date of delivery; where a notice is served by announcement, the first day on which the announcement is published shall be deemed to be the service date.

Article 193 Where a meeting notice is not sent to any person entitled to notification or any such person does not receive the meeting notice due to an unintentional omission, neither the meeting nor the resolutions made at the meeting shall be invalidated thereby.

Section 2 Announcements

Article 194 The company appoints [name of media outlet] as the media outlet that shall publish the company's announcements and other information required to be disclosed.

Chapter XI Mergers, Breakups, Capital Increases, Capital Reductions, Dissolutions and Liquidations

Section 1 Mergers, Breakups, Capital Increases and Reductions

Article 195 Companies may be merged by way of absorption or by consolidation. One company's absorption of another company is a merger by absorption, and the company being absorbed shall be dissolved. A merger of two or more companies through the establishment of a new company is a consolidation, and the companies being consolidated shall be dissolved.

Article 196 In a merger of companies, the companies shall execute a merger agreement and prepare their respective balance sheets and schedules of assets. The companies shall notify their creditors within ten days of adopting merger resolutions, and shall publish a notice in [name of newspaper] within 30 days. Creditors shall be entitled to claim full repayment of all debts owed by the companies or require that appropriate assurances are provided within 30 days of receiving the notice, or within 45 days of publication of the first notice if any such creditor does not receive the notice.

Article 197 When companies merge, the creditor's rights and debts of the merged companies shall be assumed by the surviving company or the newly formed company after the merger.

Article 198 Where the company is to be broken up, its assets shall be divided accordingly.

In breaking up the company, a balance sheet and a schedule of assets shall be prepared. The company shall notify its creditors within ten days of the date on which the breakup resolution is made, and shall make an announcement in [name of newspaper] within 30 days.

Article 199 The new company resulting from the breakup shall be jointly liable for the debts of the existing company prior to its breakup, other than where a written agreement concluded before the breakup by and between the company and its creditors stipulates otherwise.

Article 200 Where the company needs to reduce its registered capital, a balance sheet and a schedule of assets must be prepared.

The company shall notify its creditors within ten days of adopting any resolution to reduce its registered capital, and shall make available in [name of newspaper] within 30 days. Creditors shall be entitled to claim full repayment of the debts owed by the company or require that appropriate assurances be provided within 30 days of receiving the notice, or within 45 days of publication of the first notice if any such creditor does not receive the notice.

A capital reduction shall not cause the company's registered capital to fall below the statutory minimum limit.

Article 201 Where any change to the company's registration details is required as a result of a merger or breakup, registration amendments shall be carried out at the company registration authority in accordance with the law; where the company is dissolved, company deregistration procedures shall be carried out in accordance with the law; where a new company is established, company establishment registration procedures shall be carried out in accordance with the law.

Where the company seeks to increase or reduce its registered capital, the appropriate registration amendments shall be carried out at the company registration authority in accordance with the law.

Section 2 Dissolutions and Liquidations

Article 202 The company may be dissolved for any of the following reasons:

1. the operating term prescribed in the articles of association has expired, or any other grounds for dissolution prescribed in the articles of association have arisen;
2. the general meeting has adopted a resolution to dissolve the company;
3. dissolution is required due to a merger involving the company or the breakup of the company;
4. the company's business license has been lawfully revoked, or the company has been ordered to close down or wound up; or
5. where serious difficulties have arisen in the operation of the company and the continuation of the company would certainly damage the shareholders' interests to a significant extent; however, where any such scenario cannot be resolved through other channels, shareholders representing more than 10% of all voting rights may petition the people's court to dissolve the company.

Article 203 Where the circumstances described in Item 1 of Article 198 apply to the company, it may amend its articles of association to continue its existence.

Any amendment made to the articles of association pursuant to the preceding paragraph shall be adopted by no less than two thirds of all voting shareholders in attendance at the relevant general meeting.

Article 204 Where the company is to be dissolved pursuant to Items 1, 2, 4 or 5 of Article 198, a liquidation committee shall be established within 15 days. The

liquidation committee shall be composed of directors or members determined by the general meeting. Where the company fails to form a liquidation committee to liquidate the company within the prescribed period of time, its creditors may petition the people's court to appoint the relevant persons to establish a liquidation committee and liquidate the company.

Article 205 The liquidation committee shall exercise the following powers in the course of the liquidation:

1. to identify the company's assets, and prepare a balance sheet and a separate schedule of assets;
2. to notify creditors through notices or public announcements;
3. to handle the company's ongoing business that relates to the liquidation;
4. to pay all taxes owing in full and pay all taxes incurred in the course of the liquidation;
5. to identify the company's creditor's rights and debts;
6. to dispose of the company's remaining assets after repaying all debts in full; and
7. to participate in civil actions on behalf of the company.

Article 206 The liquidation committee shall notify creditors within ten days of its establishment, and shall make a public announcement in [name of newspaper] within 60 days. Creditors shall file their claims with the liquidation committee within 30 days of receiving the notice, or within 45 days of publication of the first notice if any such creditor does not receive the notice.

In filing their claims, creditors shall provide all relevant details relating thereto and provide supporting materials. The liquidation committee shall make records of such claims.

The liquidation committee shall not pay out on any creditors' claims while such claims are still being filed.

Article 207 After identifying the company's assets and preparing the balance sheet and schedule of assets, the liquidation committee shall prepare a liquidation plan, which shall be submitted to the general meeting or the people's court for ratification. After paying all liquidation expenses, staff wages and labor insurance expenses, outstanding taxes, and company debts, the remaining assets shall be distributed to the shareholders in proportion to their respective shareholdings.

During the liquidation, the company shall continue in existence, but shall not carry on any business unconnected to the liquidation. The assets of the company shall not be distributed to its shareholders before payments have been made in accordance with the preceding provisions.

Article 208 Where the liquidation committee, after identifying the company's assets and preparing the balance sheet and schedule of assets, discovers that the company does not have sufficient assets to repay the company's debts in full, the liquidation committee shall file a bankruptcy petition with the people's court in accordance with the law.

Once the people's court has ruled that the company be adjudicated bankrupt, the liquidation committee shall transfer the liquidation of the company to the people's court.

Article 209 On completion of the company's liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the general meeting or the people's court for ratification, and upon ratification, the liquidation committee shall submit the report to the company registration authority to apply for company deregistration, and make a public announcement on the winding-up of the company.

Article 210 Members of the liquidation committee shall faithfully perform their duties and liquidation obligations in accordance with the law.

Members of the liquidation committee shall not abuse their authority by accepting bribes or other illegal income, nor shall they convert company property.

Any committee member who causes the company or its creditors to suffer a loss due to intentional misconduct or gross negligence shall be liable for making compensation.

Article 211 Where the company is declared bankrupt in accordance with the law, the company's bankruptcy and liquidation shall be conducted in accordance with legal provisions relating to enterprise bankruptcy.

Chapter XII Amendments to the Articles of Association

Article 212 The company shall amend its articles of association under any of the

following circumstances:

1. where, following any amendment to the Company Law or other applicable laws and regulations, the provisions of the articles of association conflict with the revised laws and/or administrative regulations;
2. where the company's circumstances change to such an extent that they are inconsistent with what is recorded in the articles of association; or
3. where the general meeting decides to amend the articles of association.

Article 213 Where it is necessary to have any amendment to the articles of association that has been adopted by a resolution of the general meeting approved by the competent authorities, the relevant amendment shall be submitted to the competent authorities for approval; where the amendment involves a company registration item, the company's registration shall be amended in accordance with the law.

Article 214 The board of directors shall amend the articles of association in accordance with the resolutions of the general meeting and the relevant competent authorities.

Article 215 Where the disclosure of any amendment made to the articles of association is required by law or regulation, an announcement shall be made in accordance with the applicable provisions.

Chapter XII Supplementary Provisions

Article 216 Definitions

1. The term "controlling shareholder" refers to any shareholder holding common shares (including preferred shares with assumed voting rights) that account for more than 50% of the total share capital of the company, or though those shares account for less than 50% of the total share capital of the company, the voting rights attached to those shares have a substantial influence on the decisions of the general meeting.
2. The term "de facto controller" refers to any person who is not a company shareholder but is in a position to exert control over the operation of the company through any investment, agreement or other arrangements.
3. The term "connected relationship" refers to the connection between a controlling

shareholder, an ultimate controller, a director, a supervisor or a manager and any enterprise directly or indirectly controlled by him, or any other affiliation that may lead to the transfer of the company's interests. Nevertheless, state-controlled enterprises shall not be deemed to be related to each other solely by reason of state control.

Article 217 The board of directors may formulate detailed rules for the articles of association in accordance with the provisions thereof provided that no such detailed rule conflicts with the provisions of the articles of association.

Article 218 The Articles and Association is written in Chinese; where there is any discrepancy between the Chinese version and any other language or version of these Guidelines, the latest Chinese version of articles of association approved and registered with the Jiangsu Province Market Supervision Administration shall prevail.

Article 219 For the purpose of the articles of association, the terms "no less than", "within" and "no more than" include the given figure(s); the terms "under", "beyond", "less than" and "more than" exclude the given figure(s).

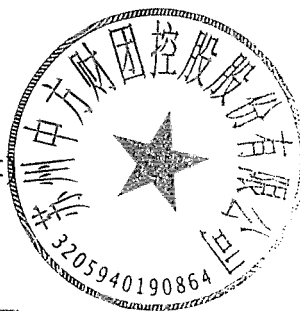
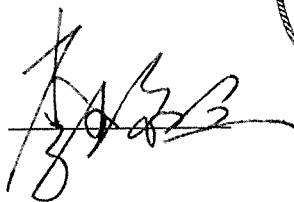
Article 220 The articles of association shall be interpreted by the board of directors of the company.

Article 221 The appendices to the articles of association shall include rules of procedure for the general meeting, rules of procedure for the board of directors and rules of procedure for the board of supervisors.

(本页无正文，为《中新苏州工业园区开发集团股份有限公司章程(草案)》之签署页)

甲方：苏州中方财团控股股份有限公司(公章)

法定代表人或授权代表：_____



乙方：新加坡—苏州园区开发财团(公章)

法定代表人或授权代表：_____

丙方：港华投资有限公司(公章)

法定代表人或授权代表：_____

丁方：苏州新区高新技术产业股份有限公司(公章)

法定代表人或授权代表：_____

戊方：新工集团私人有限公司(公章)

法定代表人或授权代表：_____

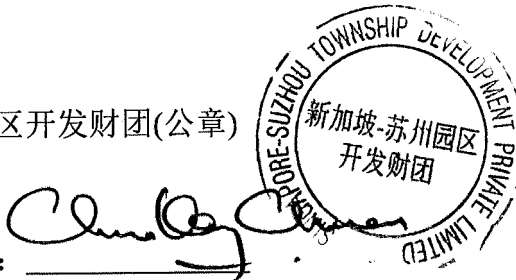
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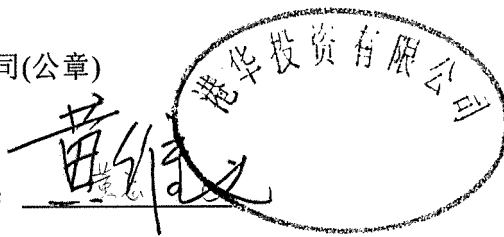
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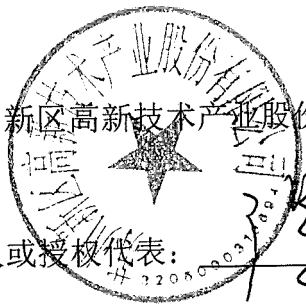
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Pang Toh Kang