深圳市星源材質科技股份有限公司
SHENZHEN SENIOR TECHNOLOGY MATERIAL CO., LTD.

ARTICLES OF ASSOCIATION
(Applicable upon the issuance and listing of H Shares)

September 2025

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CHAPTER 1 GENERAL PROVISIONS

Article 1 I 深圳□星源材質科技股份有限公司 (C ., .) (Company) , , C , A A C ’ C (Company Law), ’ C (Securities Law), G A A C , A D E (Overseas Listing Administrative Measures), G E H (Hong Kong Listing Rules) .

Article 2 C C

Article 4 C :

C : 深圳▫星源材質科技股份有限公司

E : HE HE E I ECH G A E IA C ., D.

Article 5 D C :

A : G , , G D ,

: 518106

Article 6 C B • . B ,
, C .

Article 7 C .

Article 8

Article 11 A A , ,

C , C ,

, C , ,

.

A ,

C , C ; C

( ), ( )

, , A A .

.

Article 12 A A

, ( ),

( ) B C .

Article 13 C C

CHAPTER 3 SHARES

Section 1 Issuance of Shares

Article 16 C
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C
, - .
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A /
, ,
C .
D
C . H

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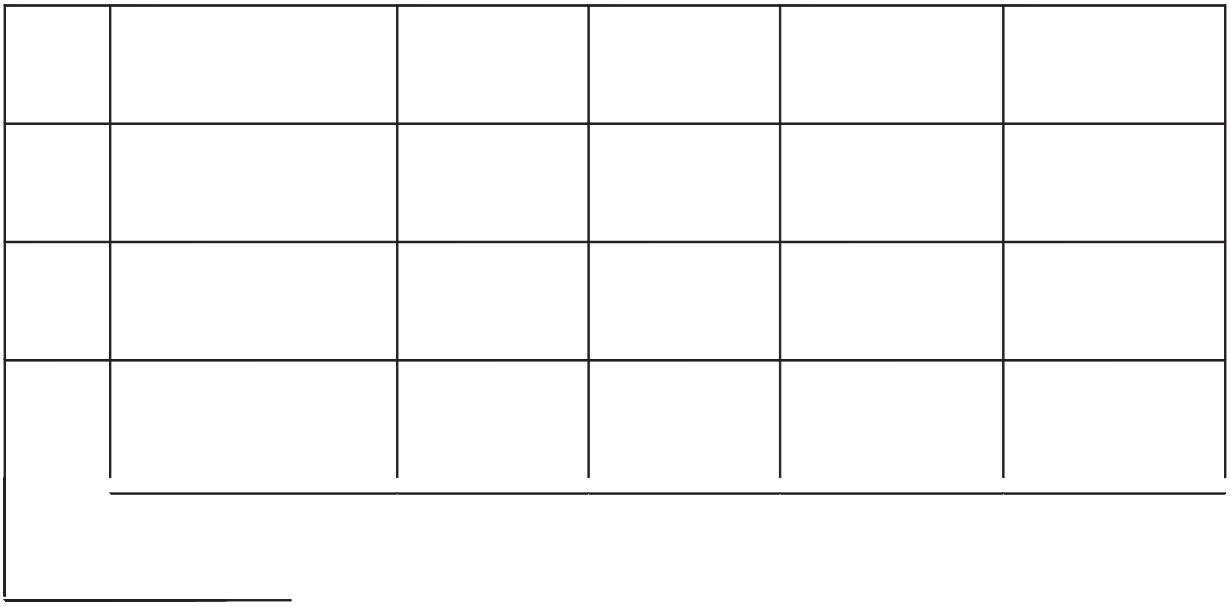
.

Article 17 C
, , *pari pa*
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;
.

Article 18 C ’
B.

Article 19 D - C
- GD
B C D C C . H
C ,
C
, H
C C
.



No.	Name of Promoter	Shares Subscribed ('0,000)	Shareholding (%)	Form of Contribution	Time of Contribution
12	I C ., . (深圳□信宇實業有限公司)	182.1450	2.4286%	C	2008.9.3
13	H J (黃錦榮)	145.7175	1.9429%	C	2008.9.3
14	(羅□豔)	10.7175	0.1429%	C	2008.9.3
15	(普□)	100.1775	1.3357%	C	2008.9.3
16	H (張惠卿)	81.9675	1.0929%	C	2008.9.3
17	(植志忠)	45.5325	0.6071%	C	2008.9.3
18	(□永)	36.4275	0.4857%	C	2008.9.3
19	H (黃日新)	9.1050	0.1214%	C	2008.9.3
20	(李硯利)	36.4275	0.4857%	C	2008.9.3
21	(李志民)	18.2175	0.2429%	C	2008.9.3
22	(李昭偉)	9.1050	0.1214%	C	2008.9.3
23	(譚栩)	9.1050	0.1214%	C	2008.9.3
24	H H (韓	韓		韓	韓 韓韓

羅□豔

No.	Name of Promoter	Shares Subscribed ('0,000)	Shareholding (%)	Form of Contribution	Time of Contribution
25	(劉倩)	7.2825	0.0971%	C	2008.9.3
26	(李□□)	7.2825	0.0971%	C	2008.9.3
27	G (容圭國)	7.2825	0.0971%	C	2008.9.3
28	(志高)	3.6450	0.0486%	C	2008.9.3
29	H (鄭漢)	3.6450	0.0486%	C	2008.9.3
30	D G (□□英)	3.6450	0.0486%	C	2008.9.3
31	(楊梅)	3.6450	0.0486%	C	2008.9.3
32	B (王斌)	0.9075	0.0121%	C	2008.9.3
33	(秦梅)	0.9075	0.0121%	C	2008.9.3
34	A (顏愛喜)	218.5725	2.9143%	C	2008.9.3
35	(□志華)	218.5725	2.9143%	C	2008.9.3
36	G D (龔□菊)	9.000	0.1200%	C	2008.9.3

No.	Name of Promoter	Shares Subscribed ('0,000)	Shareholding (%)	Form of Contribution	Time of Contribution
37	F C C E ( ) (深圳□方富海創業投資企業(有限□夥))	624□夥75	8.3333%	C 6 11 1.03570 D() /F751	

No.	Name of Promoter	Shares Subscribed ('0,000)	Shareholding (%)	Form of Contribution	Time of Contribution
46	J (羅教明)	35.7150	0.4762%	C	2008.9.3
47	(李思□)	17.8575	0.2381%	C	2008.9.3
48	B (曾彪)	8.9250	0.1190%	C	2008.9.3
49	(王豔)	8.9250	0.1190%	C	2008.9.3
50	(王可中)	8.9250	0.1190%	C	2008.9.3
		7,500	100%	—	—

Article 21 H (
-), C
• , , • A , • %
C , • H , • %
C .

Article 22 C ( )
C
, , ,
C .

F C , , ,
B D A A

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 C , , , :

(I) - ;

(II) ;

(III) ;

C (III),
( ) (I) 1 A 25 A A ,
.

Article 27 C
(I) (II) 1 A 25 A A ,
’ . C

Article 29 C .

Article 30 A C ’
C ’
.

D C C
C ’ .

25% C
. C
C ’ .
C -
. ,
C ’
, .

Article 31 5% C
D C
-
,
,
C , B .
H , 5%
,
C C H E .

D , ,

, ’
, .

B ,

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Section 1 General Provisions for Shareholders

Article 32 C

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,

C . H H

;

.

H

C ' .

(II) C
,
C ;

(III)

(II) ,
B ;

(III)
C
A A ;

(I)

C A A .

Article 38 I
A C ,
A A C
C ,
1% C 180
A C ’ C ;
A C ,
A A
C C ,
B ’ C .

I A C B
,
30 ,

C ,

’ C C .

I C
C ,
A ’ C
.

I , -
C ,
A A
C , -
C ,
1% C 180
, A
189 C , B B
- ’ C
.

Article 39 I

,

A A ,

’ C .

Article 40 C

:

(I) , , A

A ;

(II) ,

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(III)

(II) ,
;

(III)
, C
C
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(I) C ' ;

( ) , C
;

(I) C '
,
C , , -
, ;

(II) C
, ,
, ;

(III) C ' ,
, , ,
C ;

(I) , , C C,
C ,
A A .

C
C C ,
A A
.

C

C , /
.

Article 44
C / / , / /
C ' .

Article 45
C / / , / /
, ,

C C
C ’ , / /
.

Section 3 General Provisions on the Shareholders’ meeting

Article 46 ’ .
’ C ,
, :

(I)
;

(II) B ;

(III) C ’
;

(I) C ;

( ) C ;

(I) , , ,
C ;

(II) A A ;

(III) C ’
(I) (II) 1 A 25
A A ;

(I)
C ;

( ) A 47
A A ;

(I)
C 30% C ’
;

(II)
;

(III)
;

(I) ,

, ,

C , A A

, .

, B

C .

Article 47 C

B ,

:

(I) 10% C ,

;

(II) C

50% C ,

;

(III) 70%;

(I)

50% C ,

B50 ;

( ) C

30% C , ;

(I)

30% C , ;

(II) ,

;

(III) C

30% C , ;

(I)

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C , A

A .

C -

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(I) (I)
, , A
A .

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Article 48 C
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, ., -
), ( ),
, (
, .), , ,
, ,
(- , - , .)
( ), ,
, :

(I) (
,) 50%
C ' ;

(II) (. .,
) 50%
C ' ,
B50 ;

(III) ( )

.

30% C ’ ,
,

-

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C
1 A :

(I) ,
( );

(II) ,
( );

(III)
C ’ ;

(I) C ,
, .

C
(III) ( ) 1 A ,
C ’ B0.05,
,

A .

3.8(db)-34oll4.82(te)-27682(aval4.82(t)-2783of)-428.6(the)-62782(aCm)-7.3(tany’s4.82(s-627821late-7.38e)]TJ-1.5(246

(III) -
;

(I) C
’ B C
C ;

( ) C ( ) ( )
- .

Article 50 ’ ’
’ . A ’
6
.

Article 51 C ’
2 :

(I)
C -
A A ;

(II) C -
;

(III) 10% C ’
’ ;

(I) B ;

( ) A C ;

(I) , ,
, 20 ( )
C ’ GD A A .

F (III) ,
.

Article 52 ’ C
C
’ . A
’ .
;
. .
I - , ’
.

Article 53 C ,
:

(I) ,
,
A A ;

(II)
;

(III)
;

(I) C .

Section 4 Convening of Shareholders' Meetings

Article 54 B ,
.

B
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.
, , B , ,
, C ,
A A ,
, 10
.

I B ,
, 5
B . I B ,
.

Article 55 A C B
,
. B , , ,
C , A
A ,
, 10 .

I B ,
, 5
B . A
A C .

I B ’
10 ,
, ,
A C .

Article 56 ( ) 10%
C ’ B ’
. B ,
, ( )
C ’ GD , A A ,
,
10 .

I B , ’ 5
B A
( ).

B ,
10 , ( ),
10% C ’
A C ’ .

I A C ’ ,
’ 5
. A
( ).

I A C ,
. ( )
10% C ’ 90
,
.

Article 57 A C
’ / , / B
.

,
10% ’ .

A C ,
, ,
, .

Article 58 F ’ A C
/ , B B
. B .

Article 59 A ’
A C C .

Section 5 Proposals and Notice of Shareholders’ Meetings

Article 60
,

; ,
C ; A A .

Article 61 C ’ , B ,
A C , ( ) 1%
C C .

( ) 1% C
10 ,
,
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2 ,
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,
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, A A ,
, .

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A A
,
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Article 62
21 ’ , 15
’ . I
,

C ’ ,

C ’ .

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Article 63 ’ :

(I) , ;

(II) ;

(III) ’

’

C ;

(I)

’ ;

( ) ;

(I) .

Article 64 ’

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Article 65

7 . .

Article 66 I

’ , ’

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’

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(I) ,

- ;

(II) C

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(III) C ;

(I) C C

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( )

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A ,

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Article 67 A ’ , ’

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C

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Article 71

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(I)
C ;

(II) ;

(III) ,

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(I)

( ) ( ) . I ,

Article 72 C

24

24

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C

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I ,

D -

, C .

I C H ( ),

, . H ,

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C H .

C H ( ) (

, /

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C .

Article 73 A

C .

( ), ,

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Article 74 C

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A A .

B , .

Article 78 A , , B

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Article 79 D

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Article 80 , ,

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Article 81 , ,

B . :

(1) ,

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(2)

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(3) ,

C ;

(4) ,

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(5)

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, 10 .

Article 83 ,

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C C C .

Section 7 Voting and Resolutions of Shareholders' Meetings

Article 84 ,

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A ,

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A ,

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F A ,

, .

Article 85 ,

:

(I) B

;

(II) B ;

(III) B ;

(I) ;

( ) C

;

(I) ,

A A .

Article 86 ,
:

(I) C ;

(II) , - , , C ;

(III) A A ;

(I) C ,
, 30%
C ' ;

( ) ;

(I) , ,
C
A A , ' ,
, C
.

Article 87 (,
)
, .
, H ( )
/ / , ,
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F ,

, ,
A A .
, C
5% C '
.

C

' .

(II) , B
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(III) ,
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- ,
' C .
- ' C ,
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(I)
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( ) '

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A A

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(I) B , ,

, B ,

;

(II) 1%

C ' (

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A ( )

( ) .

' , , , ,

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/ C

/ .

' , B

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(I)

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(II) - .

F ,

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Article 96 , ’

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C

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Article 97 - ’

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’

’ , C , ’

, - , ’

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Article 98 ’

Article 100

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Article 101 ,

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C ,

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Article 102 , ,

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Article 103

’ ,

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Article 104 ,

, ,

C

’ . I 2

C ’ ,

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CHAPTER 5 DIRECTORS AND BOARD OF DIRECTORS

Section 1 General Rules for Directors

Article 105 C .

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C . I

A 116 A A .

A A

- H .

C :

(I)

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(II) , ,
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, /
, 5-
, ,
, 2-
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(III)
, 3-
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(I)
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, 3-
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( ) ,
, ;

(I) C C
;

(II) /
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(III) ,
C .

I
A , , .
A / / ,
C / / / / .

- C ,
-
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Article 106 D ’ ,
,
. 3 ,
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B . A
, , ,
C
A A - , -
.

A ,

C ’ .

Article 107 , C
. ,
, A A ,
C , ,
, , , , A
A , C
.

Article 108 , ,
C
A A
C .
C ,

( )

C , B
, ,
, C
, ,
C
A A ;

(I) / , C ,
B ,
, ;

(II)
C ;

(III) C ;

(I) C ;

( ) , ,
C ,
, ,
C - ,
B
;

(I) ,
, ,
C , A A .

C
A ;
C .

(I) A
D
, D
, D
.

Article 109 , ,
C
A A
C ,
C .

C :

(I) ,
C C ’
, ,
C
C
;

(II) ;

(III) C
;

(I) C
,
C ;

( ) A
C A
C ;

(I) ,
, ,
C A A .

Article 110 A B
/ . B
, .

Article 111 A .
, C .
C
, C 2 .

I B
,
,
- B B
, ,

, , ,
C
A A - .
C ’ ,
B D

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- .

Article 112 C ,

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, B .

, C

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/ . , C ,

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, C .

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Article 113 , ,

. I

, C .

Article 114 A A B ,

C B .

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C B , /

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Article 115 C

C ,

. A

C

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C

A A / .

Section 2 Independent Directors

Article 116 C . A

C

C

/ . I

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I , ,
, C C, A
A , ,
- , , ,
B , C
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B -
, .
I ,
C , .

Article 117 , , ,
,
, , A A ,
C ' .

I .
:

(I) C , ,
, ;

(II) 1%
C
C , , ;

(III) 5%
C
C , , ;

(I) C '
, , ;

( ) C ,
, ,

C ;

(I) , ,
C , ,
, ,

, ,
, , ,
;

(II) (I) (I)
;

(III) ,
, C C,
C
A A .

C (I) (I)
-
C
C .

-
- B
. B
,
.

Article 118 A C
:

(I)
, ,
C ;

(II) A
A ;

(III)
, ;

(I)
, ;

( )
;

(I) ,
, C C,
C
A A .

Article 119 I
,
, , , A A ,
C ’
,
C ’
, ,
C
.
1% C ’ ,
,
C ’ B .

(I) ’ ;

( )
C ;

(I) ,
, C C A
A .

I
(I)
(III) .

I
A , C . I -
, C
.

Article 122

C
. (I) (III) A 121
A 122 A
.

C .

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/ ,

.

, .
I .

C
.

Section 3 Board of Directors

Article 125 C (Board), 7
, 3 1 .
B C . C
.

Article 126 B
A A :

(I) ' ' ;

(II) ' ;

(III) C ' ;

(I) C ;

( ) C
, ;

(I) , C ,
, , C ;

(II) ,

B ,
- B .

I
A A ,
C ,
C .

Article 129 B ,
,
C .

Article 130 B
B B ,
, - .
B , A
A , B , ,
.

Article 131 B C
. C
. C
, - .

Article 132 B :

(I) , ,
B ;

(II) B ;

(III) ;

(I) B
C , ;

( ) C , ,
C , ,
, ,
B , ;

(I) C , , ,
, , ,
C , GD
, ;

(II) B
A A .

Article 133 C .
,
, ,
.

Article 134 B
. B
10 .

Article 135 C
B :

(I) -
;

(II) C ;

(III) - ;

(I) - ;

( ) A C .

Article 136 B
. B
, A 137
A A .

Article 137 B
, , , , , , , ,
- C , .

I
B , ,
B
. H , ,
.

Article 138

(I) ;

( ) C ,
B .

Article 139 B
. A B
C , , A A
, .

B
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Article 140 I
B ,
B .
. B
- .
B - . I
- 3,
, .
C ,

, C .

Article 141 B ,
.

E B , ,
, , , , ,
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Article 142 D B .
, / ,
, / . I
/ .
, ,
,
. A D

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B ,
.

A
B . I ,
-
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Article 143 B
B . ,
B . D
B . I B ,
A A ,
C ,
. H ,
/ ,
.

B C ,
B . B
.

Article 144 B
:

(I) ;

(II)
( ) B ;

(III) ;

(I) ' ;

( ) (
).

Section 4 Special Committees of The Board of Directors

Article 145 B A C
B C .

Article 146 A C 3 , -
C . , 2 ,
.

Article 147 A C

. A A C
C ,

Article 152 D
C C ’
- .

Article 153 E
, C .

Article 154 E B .

CHAPTER 6 SENIOR MANAGEMENT

Article 155 C ,
B .

C ,
B .

Article 156 A A
.

A A
.

Article 157
C
C . C
C
C .

Article 158 3 .
/ .

Article 159 B
:

(I) , C ,
B
B ;

(II) C ’ 8
;

(III) C ’
;

(I) C ’ ;

( ) C ’ ;

(I) B
( )
C ;

(II)
B ;

(III) , ,
C ,
C ;

(I) C , ,
C ’
B A
A ;

( ) A A B .

B .

Article 160 A B ,
B ,
C ’ .
.

Article 161
’ , ’ , ’
( ) ,
, .

Article 162
, B .

Article 163
:

(I) ,
;

(II)
;

(III) C ’ ,
, B ;

(I) B .

Article 164 /
.

C .

Article 165 D (
) B .
D .

Article 166 C B ,
, B ,
, ,
.

B C
B . A C
B . A
C C
B .

B
B ,
.

B ,
, ,
C A A .

Article 167 , ,
, C ;
,
. ,
, , ,
,

Article 169 C , 4 ,
C C
, , 2 ,
C C
.

, C C
C .

Article 170 I , C
. C
.

Article 171 - , C
10% C .
50%
C , .

C
, ,
,

.

A - , C
, ,
, .

A ,
- ,
A A .

,
C ,
C ; C ,

.

C .

Article 172 C
C , C ’ ,
C .

C ,
;
,
.

,
25%
C .

Article 173 C
:

(I) C
, .
, C
(I 3.488 3.789 14346.7( )2. ..790

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B

C ,

, .

F A ,

,

C

(12) , 30% C ,

, .

B

, .

2. C :

, C

B

, C

.

(I) B , ,

, ,

,

, A

A , :

1. C

,

80%;

2. C

,

40%;

3. C

,

20%;

C ,

,

.

( ) F D

, C

. C

.

B

C ’

,

.

(I) D - D

1. D , B

, C ’

, ’

A A ,

, .

I ,

,

B .

A ’

B .

. I

.

2. A C

B .

A C

B C ’

, - .

3. ’ ,

C , (,

,),

. B ,

C ’ .

4. C ’

’

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( ) -

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, C ,
,
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5.
B ,
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