

**ARTICLES OF ASSOCIATION  
OF  
WENZHOU KANGNING HOSPITAL CO., LTD.**

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**Article 3** 本公司之組織形式為「溫州康寧醫院股份有限公司」。

本公司之組織形式為「溫州康寧醫院股份有限公司」。

**Article 4** 本公司之註冊資本：人民幣 325000 元。  
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**Article 5** 本公司之組織形式為「溫州康寧醫院股份有限公司」。

**Article 6** 本公司之組織形式為「溫州康寧醫院股份有限公司」。

**Article 7** 本公司之組織形式為「溫州康寧醫院股份有限公司」。

**Article 8** 本公司之組織形式為「溫州康寧醫院股份有限公司」。





**Article 16** The People's Republic of China and the People's Republic of Korea shall, in accordance with the spirit and principle of the Sino-Korean Joint Declaration on the Establishment of Diplomatic Relations,...

For the purpose of this Agreement, the People's Republic of China and the People's Republic of Korea shall, in accordance with the spirit and principle of the Sino-Korean Joint Declaration on the Establishment of Diplomatic Relations,...

**Article 17** The People's Republic of China and the People's Republic of Korea shall, in accordance with the spirit and principle of the Sino-Korean Joint Declaration on the Establishment of Diplomatic Relations,...

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The People's Republic of China and the People's Republic of Korea shall, in accordance with the spirit and principle of the Sino-Korean Joint Declaration on the Establishment of Diplomatic Relations,...

Article 18 The People's Republic of China and the People's Republic of Korea shall, in accordance with the spirit and principle of the Sino-Korean Joint Declaration on the Establishment of Diplomatic Relations,...

**Article 18**

A S C P, 50,000,000 C P  
 C P P C P P

No.	Name of promoters	Shareholding (share)	Percentage of shareholding
1.	G P	19,810,250	39.6205%
2.	G P GLC I F L.P.	13,416,750	26.8335%
3.	H P	5,304,350	10.6087%
4.	L P	3,794,500	7.5890%
5.	B P CDH P C L.P.	3,347,750	6.6955%
6.	B P CDH P C L.P.	2,326,400	4.6528%
7.	N P K P I P M P L.P.	1,543,000	3.0860%
8.	N P E P K P I P M P L.P.	258,000	0.5160%
9.	N P R P K P I P M P L.P.	199,000	0.3980%
T		<u>50,000,000</u>	<u>100%</u>

U P M 2015, C P, P

No.	Name of shareholders	Shareholding (share)	Percentage of shareholding
1.	G P	19,810,250	37.5194%
2.	G P GLC I F L.P.	15,384,541	29.1374%
3.	H P	5,304,350	10.0461%
4.	B P CDH P C L.P.	3,838,754	7.2704%
5.	L P	3,794,500	7.1866%
6.	B P CDH P C L.P.	2,667,605	5.0523%
7.	N P K P I P M P L.P.	1,543,000	2.9223%
8.	N P E P K P I P M P L.P.	258,000	0.4886%
9.	N P R P K P I P M P L.P.	199,000	0.3769%
T		<u>52,800,000</u>	<u>100%</u>

**Article 19** U... C... CSRC- H... S... E... C... 17,600,000 H...

U... H... O... RMB70,400,000. T... : 70,400,000... 17,600,000 H... 52,800,000...

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	G...	19,810,250	28.1396%
2.	G... GLC... F... L.P.	15,384,541	21.8530%
3.	H...	5,304,350	7.5346%
4.	B... CDH... C... L.P.	3,838,754	5.4528%
5.	L...	3,794,500	5.3899%
6.	B... CDH... C... L.P.	2,667,605	3.7892%
7.	N... K... M... L.P.	1,543,000	2.1918%
8.	N... E... K... M... L.P.	258,000	0.3665%
9.	N... R... K... M... L.P.	199,000	0.2827%
10.	P... H...	17,600,000	25.0000%
	T...	<u>70,400,000</u>	<u>100%</u>

I... O... RMB73,040,000. T... : 73,040,000... 20,240,000 H... 52,800,000...



**Article 23** A ... C ...  
RMB50,000,000. P ... H ... C ...  
RMB52,800,000.

U ... H ... O ...  
O ... C ...  
RMB70,400,000; O ... O ...  
C ... RMB73,040,000. B ...  
C ...  
S ...

**Article 24** U ...  
( ) C ...  
A ... A ... C ...  
C ... T ...  
C ...

**Article 25** T ...

**Article 26** T ... C ...  
C ... T ...  
C ...  
T ... C ...  
D ... 25% C ...  
T ... C ...  
C ... I ...  
C ... I ...  
C ... ( ) ... H ...



... C ...  
... S ...  
... A ...

**Article 29** T C ... I C ...  
... C ... L ...  
A ... A ...

**Article 30** I C ...  
... C ... C ...  
... C ... L ...

T ... C ...

**Article 31** T C ...  
... A ... A ...

- (1) C ...
- (2) M ... C ...
- (3) A ... C ...
- (4) A ... ( ... )  
... C ...
- (5) O ...

A ... C ...

**Article 32**

- (1) M...
- (2) R...
- (3) R...
- (4) O...

**Article 33**

... C ...

T ...

T ...

T ...

**Article 34**

I ... (1) (3) A ... 31 ...

A ... 31 ... (1), ...

... (2) ... (4), ...

... (3) A ... 31 ...

5% ... C ...

C ... T ...

**Article 35** U. S. C. § 101-102, C. P. § 101-102  
 T. S. C. § 101-102, C. P. § 101-102

**Article 36** U. S. C. § 101-102, C. P. § 101-102

(1) U. S. C. § 101-102, C. P. § 101-102

(2) U. S. C. § 101-102, C. P. § 101-102

1. U. S. C. § 101-102, C. P. § 101-102

2. U. S. C. § 101-102, C. P. § 101-102

(3) The Company shall, subject to the provisions of the Memorandum and Articles of Association, have power to do all or any of the following things, namely:

1. Authorize the purchase or redemption of any shares of the Company by the Company or by any person;
2. Authorize the purchase or redemption of any shares of the Company by the Company or by any person;
3. Redeem or purchase any shares of the Company which are to be redeemed or purchased by the Company.

(4) Any shares so authorized to be purchased or redeemed by the Company may be purchased or redeemed wholly or partly out of the profits of the Company or out of any moneys of the Company.

### CHAPTER 5 FINANCIAL ASSISTANCE FOR PURCHASE OF COMPANY SHARES

**Article 37** The Company shall not, and shall not be deemed to, give financial assistance for the purchase or redemption of any shares of the Company, whether or not the purchase or redemption is required to be made wholly or partly out of the assets of the Company, if the assistance is given in contravention of the provisions of this Article.

The Company shall not, and shall not be deemed to, give financial assistance for the purchase or redemption of any shares of the Company, whether or not the purchase or redemption is required to be made wholly or partly out of the assets of the Company, if the assistance is given in contravention of the provisions of this Article.

The Company shall not, and shall not be deemed to, give financial assistance for the purchase or redemption of any shares of the Company, whether or not the purchase or redemption is required to be made wholly or partly out of the assets of the Company, if the assistance is given in contravention of the provisions of this Article.

**Article 38** For the purposes of this Chapter, financial assistance shall mean any loan, guarantee, or other financial assistance given by the Company or by any person acting on behalf of the Company, whether or not the assistance is given in contravention of the provisions of this Chapter.

(1) Guarantee;

(2) Guarantee of any debt or liability of any person, whether or not the guarantee is given in contravention of the provisions of this Chapter, and whether or not the guarantee is given in connection with the purchase or redemption of any shares of the Company.

(3) P... C... ;

(4) F... C... ;

F... C... ;

**Article 39**

T... A... 37... C... ;

(1) C... ;

(2) L... C... ;

(3) D... ;

(4) R... A... ;

(5) P... C... ;

(6) T... C... ;



(3) ... C ... P ... B ...  
... C ... P ... Y ...

(4) ... C ... P ... B ...  
... P ... B ... P ... B ...  
... P ... A ... A ... P ...

**Article 41** T ... B ...  
... C ... P ...  
... ( ) ... C ... P ...  
... P ... T ...  
... C ... P ...  
... P ... B ... C ... P ...  
... T ...  
... P ...  
... C ... P ...  
... ( ) ... C ... P ...

**Article 42** T C ... P ... B ...  
... P ... B ... P ...  
... P ... :

- (1) T ... ( ) ... P ...
- (2) T ... P ... P ... Y ...
- (3) T ... P ... Y ... P ...
- (4) T ... P ... Y ...
- (5) T ... P ...
- (6) T ... P ...

T ... C ... P ... B ...





**Article 47** N  
30  
5  
C  
T

**Article 48** C  
B  
T

**Article 49** A  
y  
y

**Article 50** A  
y  
C  
(R S -)  
C (-)  
O S

A  
C  
L

A  
H  
y  
y

H  
y  
y

(1) T  
y  
C  
T  
R S





If ... :

(1) If ... ( ) ... C ...  
... B ...

(2) F ... AP ...  
... R ... S ... C ...

... C ...

**Article 54** H ... C ...

(1) T ... ;

(2) T ... ;

(3) T ... C ... ;

(4) T ... ( ) ... C ... A ...





**Article 57** I ... A ... A ... C ... 1% ... 180 ...

I ... B ... 30 ... C ...

I ... C ...

**Article 58** I ... A ... A ...

**Article 59** H ... C ...

- (1) C ... A ...
- (2) P ...
- (3) C ...

(4) C P P ..... C P P  
..... ; P P ..... P P  
..... C P P .....  
..... ;

A .....  
C P P .....  
.....

S .....  
C P P .....  
.....  
C P P ..... C P P .....

(5) O .....  
..... A ..... A ..... P .....

S .....  
.....  
.....

**Article 60** S ..... C P P  
5% .....  
C P P .....  
.....

**Article 61** T ..... C P P  
..... C P P .....  
..... C P P .....  
.....

T ..... C P P  
..... C P P .....  
T .....  
..... T .....  
..... C P P  
.....  
.....  
.....  
..... C P P .....  
.....



# CHAPTER 8 GENERAL MEETING

## Section 1 General Provisions on General Meeting

**Article 62** The Board of Directors shall have the following powers:

**Article 63** The Board of Directors shall have the following powers:

(1) Determine the business plan and investment plan of the Company;

(2) Elect and dismiss the members of the Board of Directors, the members of the Board of Supervisors, and the members of the Management Board;

(3) Review and approve the financial statements of the Company;

(4) Review and approve the annual report of the Company;

(5) Review and approve the annual financial budget and the annual financial report of the Company;

(6) Review and approve the annual business plan and the annual investment plan of the Company;

(7) Propose to the General Meeting the appointment and dismissal of the members of the Board of Directors;

(8) Propose to the General Meeting the appointment and dismissal of the members of the Board of Supervisors;

(9) Propose to the General Meeting the appointment and dismissal of the members of the Management Board;

(10) Propose to the General Meeting the appointment and dismissal of the members of the Board of Directors;

(11) Approve the appointment and dismissal of the members of the Board of Directors;

(12) Review and approve the financial statements of the Company.

(13) R... 30% ... C ...;

(14) R...;

(15) R...;

(16) R... 3% ... C ...;

(17) R... ( ) ... C ... A ... A ... B.

... ( ) ... C ... B ...

**Article 64** T... C ...

(1) AP... 50% ... C ...;

(2) AP... 30% ... C ...;

(3) T... 70% ...;

(4) A... 10% ...;

(5) T...;

(6) O... ..  
... .. C... ..  
... .. A... .. A... ..

T... ..  
C... ..  
... .. T... ..  
C... .. ( ... .. C... ..  
... .. ) ... .. C... ..  
... ..

... ..  
... ..  
... ..  
... ..  
... ..

**Article 65** E... .. C... ..  
... .. C... ..  
... ..  
... .. C... ..  
... ..

**Article 66** T... ..  
... ..  
... ..  
... ..

**Article 67** T... ..  
... ..

(1) T... ..  
C... .. L... ..  
... .. A... .. A... ..

(2) T... .. C... ..  
... ..

(3) S... ..  
... .. C... .. 10%  
... ..

(4) The Board may also;

(5) The Board may also;

(6) On the application of the Board, the Court may, if satisfied that it is just and equitable to do so, order the winding up of the company, if—  
(a) the company is unable to pay its debts; or  
(b) the company is unable to pay its debts, and the Court is satisfied that it is just and equitable to do so.

**Article 68** The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies.

A copy of the Memorandum and Articles of Association shall be filed with the Registrar of Companies, and a copy of the same shall be filed with the Registrar of Companies. The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies.

## Section 2 Proposing and Convening of General Meeting

**Article 69** The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies. The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies.

The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies. The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies.

**Article 70** The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies. The Board may, if it thinks fit, cause a copy of the Memorandum and Articles of Association to be filed with the Registrar of Companies, and may also cause a copy of the same to be filed with the Registrar of Companies.

I B ... 5 ... AP ...

I B ... 10 ... T ...

**Article 71** S ... 10% ...

(1) U ... B ... T B ... A ... A ... 10 ... S ...

(2) I B ... 5 ... B ... AP ...

(3) I B ... 10 ... 10% ... C ...

(4) I

(5) I  
T  
10%  
90

B  
10%  
C

**Article 72**

B  
C  
T B  
T B  
T  
C

**Section 3 Proposals and Notices of General Meeting**

**Article 73**

T  
A

**Article 74**

... C ... B ...  
... 3% ... C ...  
... C ...

S ... 3% ...  
... C ...  
... 10 ...  
... T ...  
... 2 ...

E ...  
...  
...  
...

I ...  
... A ... 73 ...  
...

**Article 75**

... 45 ... C ...  
... S ...  
... C ... 20 ...

...  
...

**Article 76**

T ... C ...  
... 20 ...  
... I ...  
... C ... C ...  
... I ... C ... 5 ...  
... U ...  
... C ...

A ...  
...

**Article 77** N

- (1) T
- (2) S
- (3) P  
T  
( )  
P  
C
- (4) I  
I
- (5) I
- (6) A
- (7) R
- (8) N
- (9) S

**Article 78**

F

(1) P

(2) C

(3) D C

(4) CSRC

A

**Article 79**

N

T S C 45  
50 OM

**Article 80**

A

**Article 81** The Board of Directors, subject to the approval of the shareholders, may, in its discretion, authorize the Board of Directors to make such amendments to the Bylaws as it may deem necessary or advisable.

#### Section 4 Convening General Meeting

**Article 82** A special meeting of the shareholders may be called by the Board of Directors, by a majority of the Board of Directors, or by the holders of at least 10% of the shares of the corporation entitled to vote at such meeting.

Any special meeting of the shareholders shall be called by the Board of Directors (or its duly authorized committee) and shall be held at such time and place as the Board of Directors may determine.

Such meeting shall be held at the following times and places:

- (1) The first meeting of the Board of Directors shall be held on the first day of the month of January following the incorporation of the corporation;
- (2) The annual meeting of the shareholders shall be held on the first day of the month of May following the close of the fiscal year of the corporation;
- (3) The Board of Directors may, in its discretion, call a special meeting of the shareholders at any time and place.

In the event the Board of Directors fails to call a meeting of the shareholders at the time and place specified in the above provisions, the shareholders holding at least 10% of the shares of the corporation entitled to vote at such meeting may call a special meeting of the shareholders at any time and place. The meeting so called shall be held at the time and place specified in the above provisions. The Board of Directors shall have the right to call a special meeting of the shareholders at any time and place. The Board of Directors may, in its discretion, call a special meeting of the shareholders at any time and place.



**Article 85** T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...  
T... C... 24... 24... C...

**Article 86** A... B... C...  
A... B... C...  
A... B... C...  
A... B... C...  
A... B... C...  
A... B... C...  
A... B... C...  
A... B... C...  
A... B... C...  
A... B... C...

**Article 87** ... C...  
... C...  
... C...  
... C...  
... C...  
... C...  
... C...  
... C...  
... C...  
... C...

**Article 88** A... T...  
A... T...  
A... T...  
A... T...  
A... T...  
A... T...  
A... T...  
A... T...  
A... T...  
A... T...

**Article 89** T...  
T...  
T...  
T...  
T...  
T...  
T...  
T...  
T...  
T...

**Article 90** The ... C ...  
...  
...

**Article 91** The ...  
B ... B ...  
...  
... ( ... )  
...  
... B ...  
...  
...  
... I ...  
... ( ... )

I ...  
... I ...  
...

I ...  
... I ...  
... ( ... )

I ...  
...  
...  
...  
... ( ... )



(6) N

(7) O  
A

**Article 97** T  
D  
B  
T  
10<sup>y</sup>

**Article 98** T  
I  
C

**Section 5 Voting and Resolutions at General Meetings**

**Article 99** R

O  
(

S  
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**Article 100** (

S  
C

S... ..  
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**Article 101** ... ..

**Article 102** ... ..  
... ..

**Article 103** ... ..  
... ..

**Article 104** T ... ..  
... ..

- (1) ... .. B ... .. ;
- (2) P ... .. B ... .. ;
- (3) T ... .. B ... .. ;





F... ..  
... ..  
... ..  
... ..  
... ..

**Article 112**

T... ..

- (1) ... ..
- (2) ... ..
- (3) ... ..
- (4) ... ..
- (5) ... ..
- (6) ... ..
- (7) ... ..
- (8) ... ..
- (9) ... ..

(10) The Commission shall have the right to request the State to provide information and documents necessary for the investigation.

(11) The Commission shall have the right to request the State to provide information and documents necessary for the investigation.

(12) The Commission shall have the right to request the State to provide information and documents necessary for the investigation.

### Article 113 S

The Commission shall have the right to request the State to provide information and documents necessary for the investigation. (2) (8) (11) (12) Article 112, the Commission shall have the right to request the State to provide information and documents necessary for the investigation.

The Commission shall have the right to request the State to provide information and documents necessary for the investigation.

(1) The Commission shall have the right to request the State to provide information and documents necessary for the investigation. Article 32, the Commission shall have the right to request the State to provide information and documents necessary for the investigation.

(2) The Commission shall have the right to request the State to provide information and documents necessary for the investigation. Article 32, the Commission shall have the right to request the State to provide information and documents necessary for the investigation.

(3) The Commission shall have the right to request the State to provide information and documents necessary for the investigation. The Commission shall have the right to request the State to provide information and documents necessary for the investigation.

### Article 114 R

The Commission shall have the right to request the State to provide information and documents necessary for the investigation. Article 113.

### Article 115

The Commission shall have the right to request the State to provide information and documents necessary for the investigation. Article 45, the Commission shall have the right to request the State to provide information and documents necessary for the investigation. Article 20, the Commission shall have the right to request the State to provide information and documents necessary for the investigation. The Commission shall have the right to request the State to provide information and documents necessary for the investigation.

I ...  
...  
... C ... 5 ...  
...  
U ... C ...

I ...  
... ( ) ... C ...

**Article 116**

T ...  
...  
T ...  
... C ... A ... A ... C ...

**Article 117**

- If ...
- T ...
- (1) ... C ...  
...  
... 12 ...  
... 20% ...;
  - (2) ... C ...  
... 15 ...  
... S ... C ...;
  - (3) ... S ... C ...  
...  
...  
...  
...

# CHAPTER 10 BOARD OF DIRECTORS

## Section 1 Directors

### Article 118

D. . . . .  
3y . . . . . A . . . . .  
 . . . . .  
 . . . . . A . . . . .  
 . . . . . C . . . . .

A . . . . .  
 . . . . . B . . . . . I . . . . .  
 . . . . .  
 . . . . .  
 A . . . . . A . . . . .

A . . . . . B . . . . .  
 . . . . . B . . . . .  
 . . . . . I . . . . .

A . . . . .  
 . . . . .  
 . . . . .  
 . . . . .  
 . . . . . C . . . . .

A . . . . . C . . . . .

### Article 119

T . . . . .  
 . . . . .  
 . . . . . H . . . . . K . . . . . T . . . . .  
 . . . . . :

- (1) . . . . . C . . . . . ;
- (2) . . . . . ;
- (3) . . . . . I . . . . . ;

(4) ... y;

(5) ... I ...

(6) ...

**Article 120** T ... C ... 7 ... T ...

S ... R ... S ...

**Article 121** I ... B ... T ... B ...

**Article 122** A ... B ... I ... A ...

S ... B ...

**Article 123**

... B ... H ... C ... T ... C ... O ... C ...

**Article 124**

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

**Article 125**

... A ... A ... C ...

**Section 2 Independent Non-executive Directors**

**Article 126**

... C ... C ... 5% ... C ...

UP ... C ... 15 ... A ... A ... AB ...

- (1) B ... C ...







- (9)  $\dots$   $C \sim P^y$   $\dots$   $C \sim P^y$   $\dots$ ;
- (10)  $\dots$   $C \sim P^y$   $\dots$ ;
- (11)  $\dots$   $B$   $\dots$   $( \dots )$   $\dots$ ;
- (12)  $\dots$   $B$   $\dots$   $P^y$   $\dots$   $C \sim P^y$   $\dots$   $P^y$   $\dots$ ;
- (13)  $\dots$   $C \sim P^y$   $\dots$ ;
- (14)  $\dots$   $A$   $\dots$   $A$   $\dots$   $B$   $\dots$ ;
- (15)  $\dots$   $C \sim P^y$   $\dots$ ;
- (16)  $\dots$   $C \sim P^y$   $\dots$ ;
- (17)  $\dots$   $C \sim P^y$   $\dots$ ;
- (18)  $\dots$   $C \sim P^y$   $\dots$ ;
- (19)  $\dots$   $C \sim P^y$   $\dots$   $A$   $\dots$  64  $\dots$ ;
- (20)  $\dots$   $C \sim P^y$   $\dots$   $C \sim P^y$   $\dots$   $P^y$   $\dots$ ;

(21) ... .. ;

(22) ... C ... C  
G ... C ... L ... R ...

(23) ... ..  
... ..  
... A ... A ...

(24) ... ..  
... ..  
... ( ) ... ( ) ... C ...  
... A ... A ...

S ... .. B ...  
... C ...  
... ( ) ... ( ) ... C ...

E ... B ... ..  
... (6), (7) ... (14) ...  
... B ... ..

T B ... ..  
... ..  
... C ... ..

**Article 134**

T B ... ..  
B ... ..  
... B ... ..  
B ... A ... A ... B ... B ...



- (4) B ... ;
- (5) ... C ... ;
- (6) ... ;
- (7) ... B ... ;
- (8) ... C ... B ... ;
- (9) ... C ... B ... ;
- (10) ... A ... B ...

T ... B ... S ...  
 ... ( ... C ... ) ...  
 ...

**Article 138**

T B ...

R, ... B ... 4 ...  
 ... S ... B ...  
 N ... 14 ... R ...  
 B ... B ...

T... B... 10... 5

I... B... A...

B... F... B...

T... C... B... C...

I... B... B... B...

**Article 139**

T... B... A... 240... A... A...

F... B... B...



T C P B S Y  
 B S Y  
 ( )  
 ( )  
 ),  
 .

**Article 144** I B  
 B  
 S B  
 B R  
 B I  
 B

**Article 145** T B Y Y

**Article 146** T B T B

T B  
 B  
 A A  
 C P H  
 C P H  
 .

T B P

**Article 147** T B :

- (1) ;
- (2) ( Y);
- (3) ;







(6) ... C ...;

(7) ... C ...;

(8) ... B ... C ...;

(9) ... B ...;

(10) ... A ... B ...;

**Article 159** T ... C ... B ... A ...

**Article 160** T ... B ...

T ...

(1) ...

(2) ...

(3) ... B ...

(4) ... B ...

**Article 161** ... A ... B ...



**Section 2 Board of Supervisors**

**Article 169** T C P

**Article 170** T

T

T

**Article 171** T

T

**Article 172** T

T

(1) T C P

(2) T C P A A

(3) T C P

(4) T B C P

(5) T B

- (6) ... ;
- (7) ... B ... ;
- (8) ... C ... L ... ;
- (9) ... T ... ;
- (10) ... A ...

**Article 173** T ... A ...

**Article 174** T ... A ...

**Article 175** A ... T ... R ...

**Article 176** T... S...  
... ..

S... M...  
... ..

**Article 177** A... 10...  
A... 3...  
... ..

A... ..

- (1) ...;
- (2) ...;
- (3) ...

**Article 178** T... C... S...  
... ..

T... C...  
... ..



(9) AP<sup>y</sup> B ... y ... B ... B ...  
B ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ...

(10) AP<sup>y</sup> B ... B ... B ... B ...

(11) O ... B ... y ... B ... B ...  
B ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ...  
C ... B ...

T ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ... S ... B ...  
B ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ... C ... B ...

**Article 180** T ... y ... B ... B ...  
B ... B ... C ... B ... B ... B ...  
y ... B ... B ... B ... B ... B ...  
B ... B ...

**Article 181** B ... B ... y ... B ... B ...  
B ... B ... B ... B ... B ...  
C ... B ... C ... B ... B ...  
B ... B ... B ... y ... S ... B ...  
B ... B ... B ... B ... y ... C ... B ...

(1) B ... C ... B ... B ... B ...  
B ... B ...

(2) B ... y ... B ... B ... C ... B ...

(3) B ... C ... B ... y ... B ... B ...  
B ... B ... B ... B ... B ... C ... B ...

(4) B ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ...  
B ... B ... B ... B ... B ... C ... B ...  
B ... B ... B ... B ... B ... A ...  
A ... B ...



(9)  $y$  A A B,  $y$ ,  
B C B B  
B B C B  
B;

(10) B B B B  $y$ , B  
B B B B  $y$  B  
C B, B B  
C B B C B B  $y$   
B B B B B;

(11) B C B B C B  
B B B B B;

(12) B B A A B,  $y$   
B B B B  $y$   
C B, B B  
C B, B B B B B B;

(13) B C B  $y$  B  
B;

(14) B B B B  
C B B  $y$  B  
B B B B B B  
B B B B B  
C B; B B  $y$   
B B B B B B  
B:

1. B  $y$  B;
2. B B;
3. B B B C B.

G B B  $y$  B B A B B  
A B C B, B B  
 $y$  C B, B B B  
A B B B B.



**Article 187**

... .. C ...  
... ..  
... ..  
... .. C ...  
... ..  
... .. C ... C ...), / ...  
... .. B ...  
... .. B ...  
... ..

A ... ..  
... ..  
... ..

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

A ... .. C ... ..  
... ..  
... .. C ... P ... ..  
... ..

**Article 188**

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

**Article 189**

T ... C ... ..  
... ..



**Article 194**

... .. C ... ..  
/ ... .. C ... ..  
... ..  
... ..  
... ..

(1) ... ..  
... .. C ... ..  
/ ... ..

(2) ... ..  
... .. C ... ..  
... ..  
... ..  
... .. C ... ..  
C ... ..);

(3) ... ..  
... ..

(4) ... ..  
... ..  
C ... .., ... ..  
C ... .., ... ..

(5) ... ..  
... ..  
... .. C ... ..

(6) ... ..  
... .. C ... ..  
... ..

**Article 195**

T ... ..  
... .. C ... ..  
... .. T ... ..

(1) ... ..  
... .. C ... ..

(2) ... ..  
... .. C ... ..



F  
C

(1)

(2)

I

**Article 197**

### CHAPTER 16 FINANCIAL ACCOUNTING SYSTEM AND DISTRIBUTION OF PROFITS

**Article 198**

**Article 199**

T C

**Article 200**





S  
C

N  
C

**Article 208** T  
C  
C  
H  
C  
25%

**Article 209** T C  
(

- (1)
- (2)
- (3)

T C  
S  
H K  
C  
S

T B  
C

**Article 210** AP  
(



**Article 212** A ... C ... B ... 2 ...

**Article 213** T ... C ... T ... C ...

**CHAPTER 17 APPOINTMENT OF AN ACCOUNTING FIRM**

**Article 214** T ... C ... S ... C ...

T ... C ... T ...

S ... C ... B ...

**Article 215** T ... C ...

**Article 216** A ... C ...

(1) ... C ...

(2) ... C ...

(3) ... ..  
... ..  
... ..  
... .. C ..

**Article 217 I** ... .. B ..  
... ..  
... .. H ..  
... .. C ..  
... ..

**Article 218 S** ... .. A .. 217, ... ..  
... .. C ..  
... .. T B ..  
... ..  
N ... ..  
... .. C ..  
... ..  
... .. S ..  
C ..

**Article 219 T** ... ..  
... ..  
... .. T ..  
B .. B ..

**Article 220 T** ... ..  
C ..  
... .. S .. C ..  
... ..  
... ..  
... ..  
... ..

(1) B ... ..  
... ..  
... .. L ..  
... ..

(2) I ...  
C ...  
C ...

1. M ...

2. C ...  
A ...

(3) I ... C ...  
(2)

(4) T ...

1. ...

2. ...

3. ...

T ...  
C ...

**Article 221**

C ...  
T ...  
C ...

(1) T ...  
S ...  
T ...

1. The ... C ...;

2. The ...

(2) ... 14 ... (1) ... A ... C ...

(1) 2. ... A ... C ... T ... C ... ( ) ... C ...

(3) I ... (1) 2. ... A ... B ...

## CHAPTER 18 MERGER, DIVISION, DISSOLUTION AND LIQUIDATION

### Section 1 Merger and Division

**Article 222** T ... C ... B ... A ... A ... C ... S ... C ... T ... C ...

F ... T ... ( ) ... ( ) ... C ...

**Article 223**

T... .. P<sup>y</sup> ... .. y y ... .. P

A ... .. P P P ... .. P  
... .. P ... .. P  
... .. T ... .. P y ... .. P  
... .. C P L , P ... .. P P P P P P  
... .. P y ... .. P ( ) ... .. C P ?  
... .. P ... .. P P P

I ... .. P ... .. P  
... .. P y ... .. P P ,  
... .. P y ... .. P P

**Article 224**

A ... .. P P<sup>y</sup> , ... .. P y

A ... .. P P<sup>y</sup> , ... .. P  
... .. C P<sup>y</sup> ... .. T ... .. P  
... .. P y ... .. P ... .. C P<sup>y</sup>  
... .. L , P ... .. P P P P P P P P y  
... .. P ( ) ... .. C P<sup>y</sup>

D ... .. y C P<sup>y</sup> ... .. P y  
y ... .. P P P P ,  
y ... .. P P C P<sup>y</sup> P

**Article 225**

P<sup>y</sup> ... .. P ... .. P  
... .. P<sup>y</sup> , C P<sup>y</sup> ... .. P  
... .. P<sup>y</sup> ... .. P y S C P<sup>y</sup>  
... .. P I P P<sup>y</sup>  
... .. P P<sup>y</sup> P P





**Article 230**

T... .. C... .. P... ..

- (1) ... .. C... .. P... ..
- (2) ... ..
- (3) ... .. C... .. P... ..
- (4) ... ..
- (5) ... ..
- (6) ... ..
- (7) ... .. C... .. P... ..

**Article 231**

A... .. C... .. P... ..

T... ..

D... .. C... .. P... ..

**Article 232** In ... C ...  
... C ...  
... C ...  
... C ...

On ... C ...

**Article 233** F ... C ...  
... C ...  
... F. Art. ... 30 ...  
... C ...  
... C ...

**Article 234** T ...  
...  
N ...  
... C ...  
C ...

## CHAPTER 19 AMENDMENT TO ARTICLES OF ASSOCIATION

**Article 235** The Corporation may amend its Articles of Association by a resolution of the Board of Directors, subject to the approval of the stockholders holding a majority of the outstanding shares of the Corporation.

**Article 236** Upon the filing of the Certificate of Amendment with the Secretary of State, the amended Articles of Association shall be effective:

- (1) As to the Corporation's relationship with its stockholders, the Corporation shall be governed by the provisions of the amended Articles of Association which are so filed;
- (2) The Corporation shall be governed by the provisions of the amended Articles of Association which are so filed;
- (3) The Corporation shall be governed by the provisions of the amended Articles of Association which are so filed.

**Article 237** A Board of Directors may amend or repeal any provision of the Articles of Association by a resolution of the Board of Directors, subject to the approval of the stockholders holding a majority of the outstanding shares of the Corporation. Such amendments shall be effective upon the filing of the Certificate of Amendment with the Secretary of State.

**Article 238** The Board of Directors may amend or repeal any provision of the Articles of Association by a resolution of the Board of Directors, subject to the approval of the stockholders holding a majority of the outstanding shares of the Corporation.

Notwithstanding the foregoing, the Board of Directors may amend or repeal any provision of the Articles of Association which relates to the Corporation's relationship with its stockholders, provided that such amendments shall be effective upon the filing of the Certificate of Amendment with the Secretary of State.

- (1) The Corporation shall be governed by the provisions of the amended Articles of Association which are so filed; provided, however, that the Corporation shall be governed by the provisions of the amended Articles of Association which are so filed, insofar as such provisions relate to the Corporation's relationship with its stockholders, provided that such amendments shall be effective upon the filing of the Certificate of Amendment with the Secretary of State; provided, further, that the Corporation shall be governed by the provisions of the amended Articles of Association which are so filed, insofar as such provisions relate to the Corporation's relationship with its stockholders, provided that such amendments shall be effective upon the filing of the Certificate of Amendment with the Secretary of State.

- (2) If the person is a minor, the person shall be deemed to be a minor for the purposes of this section.

**Article 239** Any person who is a minor shall be deemed to be a minor for the purposes of this section.

## CHAPTER 20 NOTICE

**Article 240** Notice shall be given to the person in the following manner:

- (1) by personal service;
- (2) by registered mail;
- (3) by publication;
- (4) by any other method as may be directed by the court; provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice; and provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice; and provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice;
- (5) by any other method as may be directed by the court; provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice; and provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice;
- (6) by any other method as may be directed by the court; provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice; and provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice;
- (7) by any other method as may be directed by the court; provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice; and provided that the court shall not direct publication unless the person is a minor or is otherwise incapable of receiving notice;

U... A... A...  
HKE -EPS HK S E  
L... R... T...  
C... I...

U...  
A... PRC... A...  
A... PRC... S... C... H...  
H... K... A... H... K...  
C... 13... L... R...  
C... H... K... S... E... EM...

U... C...  
C...  
C...  
C...  
C...  
C...

**Article 241**

U... A... A...  
A... B...

**Article 242 I**

... ( ) ...  
... I ...  
... I ...

**Article 243**

... EM ...  
C ...  
... ( ) ... ( ) ...  
C ...  
EM ... C ...  
C ...

**CHAPTER 21 SETTLEMENT OF DISPUTES**

**Article 244 T**

C ...  
(1) ... A ... A ... C ... L ...  
... C ...  
... C ...  
... C ...  
C ...  
D ...

(2) The Commission shall have the right to request the Government of the People's Republic of China to provide information and documents in its possession, custody or control, or to permit the Commission to conduct on-site inspections of the Government's facilities, installations, equipment, records, documents, personnel and other resources, and to interview any personnel, including Government officials, who may have knowledge of the activities of the Government of the People's Republic of China in connection with the development, production, testing, use or transfer of nuclear weapons or other nuclear explosive materials.

The Commission shall have the right to request the Government of the People's Republic of China to provide information and documents in its possession, custody or control, or to permit the Commission to conduct on-site inspections of the Government's facilities, installations, equipment, records, documents, personnel and other resources, and to interview any personnel, including Government officials, who may have knowledge of the activities of the Government of the People's Republic of China in connection with the development, production, testing, use or transfer of nuclear weapons or other nuclear explosive materials.

(3) The Commission shall have the right to request the Government of the People's Republic of China to provide information and documents in its possession, custody or control, or to permit the Commission to conduct on-site inspections of the Government's facilities, installations, equipment, records, documents, personnel and other resources, and to interview any personnel, including Government officials, who may have knowledge of the activities of the Government of the People's Republic of China in connection with the development, production, testing, use or transfer of nuclear weapons or other nuclear explosive materials.

(4) The Commission shall have the right to request the Government of the People's Republic of China to provide information and documents in its possession, custody or control, or to permit the Commission to conduct on-site inspections of the Government's facilities, installations, equipment, records, documents, personnel and other resources, and to interview any personnel, including Government officials, who may have knowledge of the activities of the Government of the People's Republic of China in connection with the development, production, testing, use or transfer of nuclear weapons or other nuclear explosive materials.

## CHAPTER 22 SUPPLEMENTARY ARTICLES

### Article 245 D. M. F.

(1) If a State Party to the Treaty is a member of the International Atomic Energy Agency, the Commission shall have the right to request the State Party to provide information and documents in its possession, custody or control, or to permit the Commission to conduct on-site inspections of the State Party's facilities, installations, equipment, records, documents, personnel and other resources, and to interview any personnel, including State Party officials, who may have knowledge of the activities of the State Party in connection with the development, production, testing, use or transfer of nuclear weapons or other nuclear explosive materials.

(2) A State Party to the Treaty which is not a member of the International Atomic Energy Agency shall have the right to request the State Party to provide information and documents in its possession, custody or control, or to permit the Commission to conduct on-site inspections of the State Party's facilities, installations, equipment, records, documents, personnel and other resources, and to interview any personnel, including State Party officials, who may have knowledge of the activities of the State Party in connection with the development, production, testing, use or transfer of nuclear weapons or other nuclear explosive materials.

(3) A State Party to the Treaty which is not a member of the International Atomic Energy Agency shall have the right to request the State Party to provide information and documents in its possession, custody or control, or to permit the Commission to conduct on-site inspections of the State Party's facilities, installations, equipment, records, documents, personnel and other resources, and to interview any personnel, including State Party officials, who may have knowledge of the activities of the State Party in connection with the development, production, testing, use or transfer of nuclear weapons or other nuclear explosive materials.

