S I C C ., L .
浙江三花智能控制股份有限公司

AR ICLES OF ASSOCIA ION

(A H)

CONTENTS

CHAP ER 1 GENE AL P O ISIONS

A . . 1 I Z 2 I C C ., L . . (浙江三花智能控制股份有限公司) (C), C , A (A) C L , P , C (C L), 2 L P C (2 L), G A A L C , G L 2 2 E , G L 2 2 E S H K L (H K L) .

A . . 2 C C L .

O D 19, 2001, L G L E (上市工作領導小組) P G Z P Z 2 2 (2001) N . 108, C 2 -F C ., L . (三花不二工機有限公司) Z P [illegible]E : ZHEJIANG 2ANH A IN ELLIGEN CON OL2 CO., L D . A 5 2

A 9

A 10 F

A 11

CHAPTER 2 BUSINESS OBJECTIVES AND SCOPE

A 12

A 13 A

CHAPTER 3 SHARES

Section 1 Issue of Shares

A 14

A 15

A 16

A 17 A 2 C 2
B C 2 D C C L H 2
C S H S K
2 C C L
S H 2 C ,
S .

A 18 C
, 83,000,000
73.45% C ,
41,500,000 2 H G C ., L ., 20,750,000
Z Z G C ., L ., 8,300,000 Z , 7,470,000
O C ., L ., 2,490,000 J , 2,490,000 E
J .

A C (Z K) 2001 N . 137
Z P -C C P A L . (浙江天健會計師事務所有限公司)
N 7, 2001,
N 6, 2001.

A 19 H 2 (-
), C S
, A , %
C , H , %
C .

A 20 C (C)
C , , , .

S 2 I R R S

A 21 B C
C
:

(I) P ;

(II) N - ;

(III) I ;

(I) C ;

( ) O , C2 C.
S

A 22 C
A A . C
C L
A A .

A 23 C :

(I) ;

(II) M C ;

(III) F ;

(I) C ;

( ) ;

(I) N C .

O C .

A 24 C
C .

I (III), ( ) (I) A 23 .

A 25 A C
(I) (II) A 23 . E C
(III), ( ) (I) A 23 ,
C .

A C A 23 , (I) 10 (II) (I) (III), ( ) (I) , C C 10% C C . A C C C 2 L S C .

S 3 S

A 26 C H 2 S (H K 2 E), S ( ) . I H K A C

A 27 C

A 28 C C

C 25% C C C C C . F C L C

F C C C ; 2005

A... 29 A ... C ... 5% ... C ... C ... 5% ... C ... C ... S ... C ...

S ...

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

I ... C ...

CHAP E R 4 SHA R EHOLDE R S AND GENE R AL MEE ING

S... 1 S...

A... 30 A ... C ... C ...

S ...

A... 31 ... C ...

A... 32 ... C ...

A 33 E C

A 34 2 S C :

(I) a a ;

(II) ;

(III) a a ;

(I) C ;

( ) C A A ;

(I) A A ;

(II) C a a C ;

(III) C C ;

(I) C A A .

A 35 E / C / 2 S ,

A 36 I ;

E A A , 60 .

A 37 I C A 1% 180 ; C A

I 30 C , C .

I C C A , .

A 38 E A , .

A 39 C :

(I) A ;

(II) ;

(III) ;

(I) ; ;

I ;

I ;

( ) A .

A 40 E 5% / /

A 41 *de fac*

de fac

S 2 G P G M

A 42 G :

(I) ;

(II) ;

(III) ;

(I)

( )

(I)

(II)

(III)

(I)

( )

(I)

(II)

(III)

(I)

( )

(I)

A 43

(I)

(II)

(III)

(I)

( )

(I) , *de fac* ;

(II) A A C .

E (I) - .

E , *de fac* *de fac* .

A 44 G . A .

A 45 C :

(I) C L A ;

(II) C - ;

(III) 10% C ;

(I) ;

( ) ;

(I) C A A .

A 46 I C C . A C . A .

A . . 47 E , C :

(I) A ;

(II) ;

(III) ;

(I) C .

S . . . 3 C . . . . G . . M . . .

A . . 48 I . A .

I . I .

A . . 49 A .

I . A .

I .

A . . 50 2 10% C S A .

I , . A .

I 10% C , .

I , . A .

F 10% C , 90 .

A 51 E ( ) , C2 C C S .

P 10%.

C2 C C S .

A 52 F , .

2 ( ) 1% C

S

C . I

2

S

A 54

A .

A 56

( ) 21 ( )

) 15 .

E

A 57 :

(I) ;

(II) ;

(III) ( )

C ;

(I) ;

( ) ;

(I) .

O 3:00 . . 9:30 . .

3:00 . .

A 58 I

(I)

(II) C *de fac*
C

(III) C

(I) C2 C
S

( ) C

E

A 59 A
. I
. I
C

S 5 H G M

A 60 . M

A 61 A A (
C).

A . A
C .

A 62 I . I

E . I ; (H K
C , (C H)).

A 63 :

(I) ;

(II) ;

(III) ;

(I) ;

( ) ( ) . E

A 64 /

A 65 E C

E
C ,

I C H ( ), . H , C H . C H ( ) (/), C .

A 66 A C ( ), ( ).

A 67 C .

A 68 E

A 69 A . I /

F . I /

A .

E A .

A . . 70 C

A .

A . . 71 I . I

A . . 72 D

A . . 73

A . . 74 :

(I) ;

(II) ;

(III) C ;

(I) ;

( )
;

(I) ;

(II) A .

A . . 75 . D

10 .

A . . 76

. I

. A

C2 C C

S

S . . . 6 R . . . G . M . .

A . . 77

O 1/2

( )

.

2 2/3

S ( )

.

A . . 78 :

(I) ;

(II) ;

(III) ;

(I) C ;

( ) C ;

(I) C A .

A . . 79 :

(I) C ;

(II) , , C ;

(III) A A ( );

(II) I

( )

( )

(III)

(I) E

A 78 A 79

A 82 E C

A 83 2 C

C

A 84

:

(I) E A

. E

;

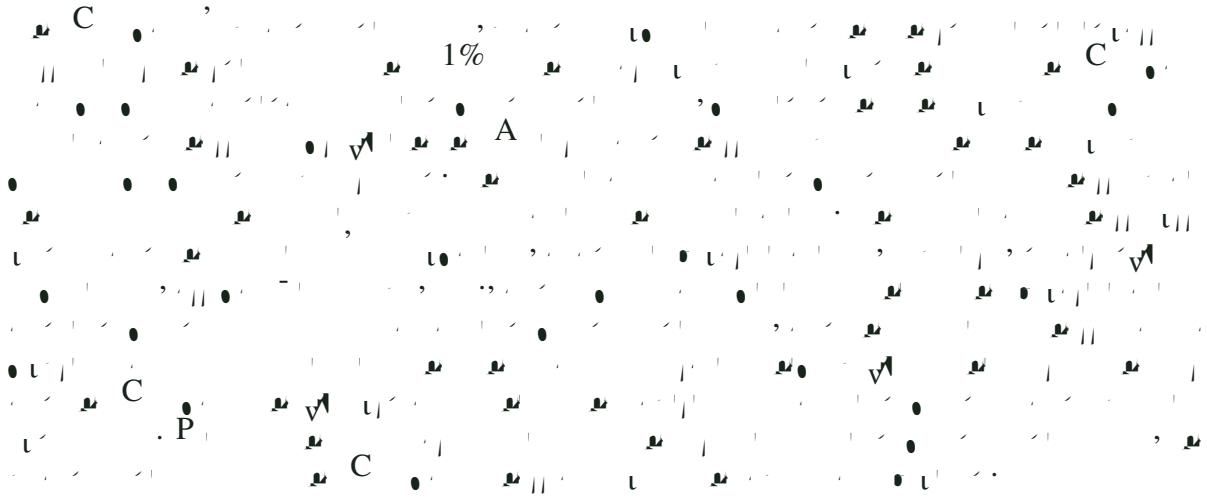
(II) 2 3%

S C C

A

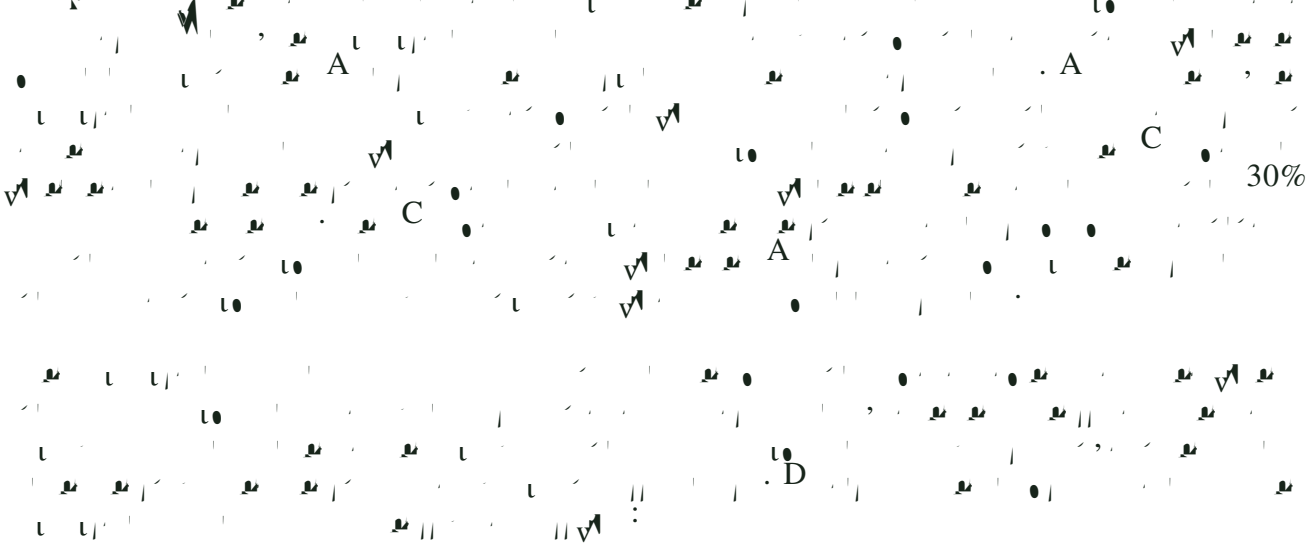
;

(III) C



I

A 85 E



(I) C :

1.

2. I

3. C

. A

C , C ,

(II) :

1.

(1) A ;

(2) I A ;

(3) I A .

2. C

(1) A ;

(2) I ;

(3) I ;

(4) I ;

(5) I A .

C

A 86 E

. I

A 87 E

. O

A 88

. I

A 89

A 90 B

2

S

E

CHAPTER 5 BOARD OF DIRECTORS

SUBPART 1 DUTIES

SECTION 98 DUTIES OF BOARD. (a) IN GENERAL. NOTWITHSTANDING SECTION 107(A) OF THE CANADA BUSINESS CORPORATIONS ACT (R.S.C., 1985, C. C-44), THE BOARD OF DIRECTORS OF THE CORPORATION SHALL:

(1)

(II)

(III)

(I)

( )

(I)

(II)

(III)

I

A 99 D

A 84, 85 86 A . E

C . A

(II) C ;

(III) C ;

(I) C ;

( ) C A .

A . . . 103 A / . A

C - /

C A .

E

, C

A

/

A .

2

S .

A . . . 104 E / , /

. H /

C

/ . E / /

, A 100

A

A . . . 105 A

/ C

. E /

C

/

A . . . 106 I

A / C ,

/ .

A . . . 107

C

. I

C ,

P I N -E D (《獨立非執行董事制度》)

C .

A

C

C

C

/

S 2 B D

A 108 C

A 109

C

A 110 :

(I) ;

(II) ;

(III) C ;

(I) C ;

( ) C ;

(I) C ;

(II) C C ;

(III) A C ;

;

(I) C ;

( ) C ’
; C , ’ ,
;

(I) C ’ ;

(II) A ;

(III) C ’ ;

(I) C ;

( ) C
;

(I) C , C
C A 23(III), ( )
(I) A
;

(II) C
E2G,
S .2
S A
C
;

(III) C
A .

A 111 C ’ C ,
.

A 112
,

A

A 113

2 C

(

(I) 30% C

50% C

(II) 30%

(III) 20%

C

(I) 30%

( ) G L

2 2 2 E

S S S

(I)

A 114

A 115

(I)

(II)

(III) C

(I) C

( )

(I)

(II) 10%

(III) 10%

A 121

A 122 I

A 123 D

A 124

A 125 M :

(I) ;

(II) ( ) ;

(III) ;

(I) ;

( ) ( ).

D . E
A A
C
C . D

CHAPTER 6 CHIEF EXECUTIVE OFFICER AND OTHER SENIOR MANAGEMENT

Article 126 C

C

C .

Article 127

Article 128 P

C

C .

Article 129

Article 130

(I) C ;

(II) C ;

(III) C ;

(IV) C ;

( ) C ;

(I) C ;

(II) ;

(III) A .

A 131 /

A 132 :

(I) ;

(II) ;

(III) C ;

(I) .

A 133 / . C .

A 134 C A .

A 135 C C C A .

A 136 I A / C / .

CHAPTER 7 BOARD OF SUPERVISORS

Section 1 S...

A... 137 ... A ...

D... C ...

A... 138 ... C ... C ...

A... 139 ... A ...

A... 140 E... A ...

A... 141 A... C ...

A... 142 A ...

A... 143 A... C ... C ... C ...

A... 144 I... A ... C ...

Section 2 B... S...

A... 145 C ...

C

C

A 146

(I) C

C

C

(II) C ;

(III) C

A

;

(I) /

C ;

( ) C L ,

;

(I) ;

(II) C L ;

(III) C ;

C

A 147

A . . 148

A . . 149

A

A . . 150 A :

(I) ;

(II) ;

(III) .

CHAP E R 8 FINANCIAL AND ACCO N ING S S EM, P R OFI DIS R IB ION, A DI AND E E NAL G A AN EE

S . . . 1 F . . . A . . . S .

A . . 151 C

A . . 152 C C2 C S C2 C S C2 C S C

A . . 153 C C

A 154 C
10% C . E
C 50%

I C

A - , C
-

- ,
A

I ,
C
C

C , C .

C ( ) H K
H 2 ( )
S C
H 2
S
H 2
S
H 2 C
S
C

A 155 C C ,
C
C . H , C
.

E
25% C .

A 156 A C ,
C
C
( ) . I
C

A . . 157 C :

(I) P

1. P C

2. P C C C

(II) F

C C C C E C C

(III) C

C C (-) C

(I)

2 S C E C 30% C C C C

( ) C

C C C

(I) I C ’ C /

(II) D -

1. C C C ’ ;

2. 2 S A ;

3. - ;

4. B C ;

5. C :

(1) E A A ;

(2) E ;

(3) E - ;

(4) C , ;

(5) E .

6. C

C I

7. I C

A A A

8.

9. E C

C

10. I C C

S 2 I A

A 158 C C

A 159 C

A 166 E

A

A 2

P C

A

2 2 E

C2 C;

H 2

H K

A

C

H K 2 E

H K L

H K L .

F /

H 2

C

C

C

C

H 2

C

C

A 167 C

A 168

A 171.

A 169

A 171.

A 170 F C

E C

( )

E C

E C

A 171 E

S 2 A

A 172 C C
( ) ( ) (HKE ( ))

CHAP E 10 ME GE , DI ISION, CAPI AL INC EASE, CAPI AL ED C ION, DISSOL ION AND LIQ IDA ION

S 1 M , D , C I C R

A 173 A

I . M

A 174 I , ,
C
( ) ( ) (HKE H K 2 E ( )) 30
C C
30 45

A 175 ,

A 176 I C

I ,
C
( ) ( ) (HKE
H K 2 E ( ))
S 30 .

A 177
C ,
C

A 178 I C

C

( ) ( )

(HKE H K 2 E ( ))

30 . C

C 30

45

C

A 179 C

D

C . I

E C

S 2 D L

A 180 C :

(I) E A

A ;

(II) A C ;

(III) D C ;

(I) C , C

;

( ) E , C

C

C

10% C

P , C C .

A 181 (I) A 180 A ,

C A .

E A

A . . 182 E C (I), (II), (I) . ( )
A 180 A , 15 .
. I
, C P .

A . . 183
:

(I) C ;

(II) ;

(III) C ;

(I) ;

( ) ;

(I) C ;

(II) C .

A . . 184
( ) ( ) (
HKE H K 2 E ( )) ,
S 60 .
30 45 .

C ,
.

D ,
.

A . . 185 C ,
P , C .

C ,
C ,
.

D C

C

A 186 C

C

P C

C P C

P C

A 187

P C

C

A 188

/ /

C

E C

/

A 189 E C

CHAP E R 11 AMENDMEN O A R ICLES OF ASSOCIA ION

A 190 C
A :

(I) F C L C

A A

C ;

(II) C

A A ;

(III) A A A .

A 191 E

A

E

A

C

A 192 A

A 193 I A A

CHAP ER 12 S PPLEMEN AR PR O ISIONS

A 194 D

(I) A
50% C ; 50%
C /
C

(II) A *de fac*
C C

(III) , *de fac*
C
C . H , 2
S 2
S

(I) A H K L .

( ) A
H K L .

A 195
A A .2 A A .

A 196 A C . I
A
C A A
Z P .

A 197 , , A
; , , , .

A . . 198 C
A .

A . . 199 A A , . I A C C .

A . . 200 A H H K 2 E .
S
Z 2 I C C ., L . .
S M 2025