



河北建設集團股份有限公司
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

ARTICLES OF ASSOCIATION OF
HEBEI CONSTRUCTION GROUP CORPORATION LIMITED

Adopted at the annual general meeting for 2016 on June 5, 2017
Amended by the ninth extraordinary general meeting for 2017 on November 10, 2017

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CHAPTER 1. GENERAL PROVISIONS

Article 1 This Association is established in accordance with the *Company Law of the People's Republic of China* (**Company Law**), *Securities Law of the People's Republic of China* (**Securities Law**), *Special Regulations of the State Council for the Issue and Listing of Shares Overseas by Joint Stock Limited Companies* (**Special Regulations**), *Mandatory Provisions for the Articles of Association of Companies Listed Overseas* (**Mandatory Provisions**), *Guidelines for the Articles of Association of Listed Companies* (**AOA Guidelines**), *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* (**SEHK Listing Rules**) and other laws, regulations and administrative measures of the People's Republic of China.

Article 2 The Company is a joint stock limited liability company incorporated in the People's Republic of China under the laws of the People's Republic of China, registered in the State Administration for Market Regulation, approved by the State Securities Administration and listed on the Hong Kong Stock Exchange of Securities Limited. The Company is registered in Beijing, China. The company registration number is 911306007006711044.

Article 3 The Company's name is:

Chinese name: 河北建設集團股份有限公司

Chinese name: 河北建設

English name: HEBEI CONSTRUCTION GROUP COMPANY LIMITED

English name: HEBEI CONS

Article 4 The Company's main office is: 125 Leiyuan Road, Jiexian District, Baoding City.

Postal code: 071023

Telephone number: 0312-3311000

Facsimile number: 0312-3019434

Article 5 The Company is a public company with limited liability.

Article 6 The Company is a joint stock limited liability company.

Article 7 T Ar A C SEHK) Ar A

T Ar A C

Article 8 T Ar A C

S Ar 242 Ar A

Fr r r

Article 9 Fr r r Ar A C F M D

Article 10 A C S r r T C

Article 11 T C I r H r, r, C

CHAPTER 2. PURPOSE AND SCOPE OF BUSINESS

Article 12 T r r C r r

Article 13 The Board of Directors of the Company shall have the following powers:

A. Review and approve the Company's business plan and investment plan;

B. Review and approve the Company's annual financial budget and the Company's annual financial statements;

C. Review and approve the Company's annual report;

D. Review and approve the Company's internal control system and the Company's risk management system;

E. Review and approve the Company's major investment and major asset disposal;

F. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

G. Review and approve the Company's major asset disposal and the Company's major acquisition and disposal;

H. Review and approve the Company's major capital raising and the Company's major capital structure adjustment;

I. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

J. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

K. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

L. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

M. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

N. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

O. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

P. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

Q. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

R. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

S. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

T. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

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V. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

W. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

X. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

Y. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

Z. Review and approve the Company's major financial activities, including the Company's borrowing and the Company's financing;

CHAPTER 3. SHARES AND REGISTERED CAPITAL

Article 14 A share of the Company shall be a share of the Company's registered capital, which shall be divided into shares of equal value. The Company shall issue shares to the shareholders who have paid the share subscription price and who have been registered in the Company's share register.

Article 15 A share of the Company shall be a share of the Company's registered capital, which shall be divided into shares of equal value. The Company shall issue shares to the shareholders who have paid the share subscription price and who have been registered in the Company's share register.

Article 16 The share register shall be maintained by the Company. The share register shall include the following information:

A. The name of the shareholder and the identification number of the shareholder;

B. The number of shares held by the shareholder and the share certificate number;

C. The date of the share acquisition and the date of the share transfer;

D. The name of the share issuer and the name of the share transferee;

E. The date of the share acquisition and the date of the share transfer.

Article 17 The Company shall apply for the share registration with the China Securities Regulatory Commission (CSRC).

For the purpose of this Chapter, the following definitions shall apply:

A. "Share" means a share of the Company's registered capital, which shall be divided into shares of equal value.

B. "Shareholder" means a person who has paid the share subscription price and who has been registered in the Company's share register.

C. "Share register" means the register maintained by the Company, which shall include the following information: (1) the name of the shareholder and the identification number of the shareholder; (2) the number of shares held by the shareholder and the share certificate number; (3) the date of the share acquisition and the date of the share transfer; (4) the name of the share issuer and the name of the share transferee; (5) the date of the share acquisition and the date of the share transfer.

D. "Share subscription price" means the price at which the Company issues shares to the shareholders.

E. "Share transfer" means the transfer of shares from one shareholder to another.

Article 22 A r C CSRC, C

T C 15 CSRC.

Article 23 I C CSRC.

Article 24 R C H r 1,300,000,000. U H r , C RMB1,761,383,500. T C

Article 25 S SEHK, r C

Article 26 T C

Article 27 T r C S r C

T r r , r r r C C C D r 25% C A C 6 T r r r r H r SEHK L R

Article 28 I r r , r r r r C , r r r 5 r r r C , r C r r r r C H r r r r C r r r r SEHK L R H r , r r r 5 r r r r

In the event of a merger, the Company shall, within 30 days of the completion of the merger, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

In the event of a demerger, the Company shall, within 30 days of the completion of the demerger, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

CHAPTER 4. INCREASE AND REDUCTION OF CAPITAL AND BUYBACK OF SHARES

Article 29 B. In the event of an increase or reduction of the authorized capital of the Company, the Company shall, within 30 days of the completion of the increase or reduction, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

- (I) the authorized capital of the Company;
- (II) the amount of the increase or reduction;
- (III) the amount of the capital to be increased or reduced;
- (IV) the amount of the capital to be retained;
- (V) the amount of the capital to be paid up.

In the event of a buyback of shares, the Company shall, within 30 days of the completion of the buyback, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

Article 30 T. The Company shall, within 30 days of the completion of the buyback of shares, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

Article 31 I. In the event of a buyback of shares, the Company shall, within 30 days of the completion of the buyback, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

T. The Company shall, within 10 days of the completion of the buyback of shares, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

T. The Company shall, within 30 days of the completion of the buyback of shares, file a statement of financial affairs with the Registrar. The statement shall be in the form and shall contain the information specified in the Companies Act, 2013.

Article 32 T C... ,... [] ... r... ,... [] ... r...
r... r... r... r... [] Ar... A... , r... r...
r... r... r... S C...

- (I) ... r... r... r... r... ;
- (II) ... r... r... r... C... ;
- (III) ... r... r... ;
- (IV) ... r... r... r... r... r... C... r...
... r... C... r... r... r... ; r
- (V) ... r... r... r... [] r... r... r... r... r... r...
r... S C...

E... r... r... , C... r... [] r...

Article 33 F [] ... r... r... r... r... S C...
[] r... C... [] :

- (I) ... r... r... r... r... ;
- (II) ... r... r... ;
- (III) ... r... r... ; r
- (IV) ... r... r... [] , ... r... r... r... r... r... r...
S C...

Article 34 I C... r... r... r... , r... r...
r... r... r... r... [] Ar... A... U... r... r...
r... r... r... r... C... r... r... r... r...
r... r... r... [] ... r... r... r...

F r... r... r... r... ,... r... r... r... r...
r... [] r... r... r... r... r... r... r...

T C... r... r... r... r... [] r... r... r... r...

[] r... r... r... C... r... r... ,... r...
... r... r... r... r... r... r... r... r... r... ;
... r... r... r... r... r... r... r... r...

CHAPTER 5. FINANCIAL ASSISTANCE FOR THE PURCHASE OF COMPANY SHARES

Article 37 Neither Company nor Director shall be liable to any person for any financial assistance given by the Company or Director to or for the purpose of enabling or assisting any person to acquire shares in the Company (obligor)

Neither Company nor Director shall be liable to any person for any financial assistance given by the Company or Director to or for the purpose of enabling or assisting any person to acquire shares in the Company (obligor)

Trustees of the Company shall be liable to any person for any financial assistance given by the Company or Director to or for the purpose of enabling or assisting any person to acquire shares in the Company (obligor)

Article 38 For the purposes of Article 37, the following provisions shall apply:

- (I) ...;
- (II) ... (...), ... (... , ...) ... ;

(III) ... C ... ;

(IV) ... C ... ;

Trustees of the Company shall be liable to any person for any financial assistance given by the Company or Director to or for the purpose of enabling or assisting any person to acquire shares in the Company (obligor)

Article 39 The following provisions shall apply for the purposes of Article 37:

(I) ... C ... ;

(II) ... C ... ;

(III) ... ;

(IV) ... Ar ... A ... ;

(V) ... C ... (...) ... C ... ;

(VI) 凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

CHAPTER 6. SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS

Article 40 凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

董事、高级管理人员、监事、SEHK、CML、SEHK（包括其高级管理人员）及其他相关人员，均有权向本公司提出书面质询，本公司应及时予以答复。

(I) 凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

(II) 凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

(III) 凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

(IV) 凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

Article 41 凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

凡持有本公司股票（包括以本公司名义持有的股票）的股东，均有权向本公司提出书面质询，本公司应及时予以答复。

Article 46. The Company shall be a member of the Securities and Futures Commission (SEHK) and shall be a member of the International Central Securities Depository (ICSD) and shall be a member of the Central Depository and Clearing Limited (CDCC) (Recognized Clearing House) and shall be a member of the Association of Banks in Hong Kong (ABHK) and shall be a member of the Association of Banks in Hong Kong (ABHK) and shall be a member of the Association of Banks in Hong Kong (ABHK).

Article 47. Notwithstanding to the contrary of anything contained in this Constitution, the Company shall be a member of the Association of Banks in Hong Kong (ABHK) and shall be a member of the Association of Banks in Hong Kong (ABHK) and shall be a member of the Association of Banks in Hong Kong (ABHK).

Article 48. The Company shall be a member of the Association of Banks in Hong Kong (ABHK) and shall be a member of the Association of Banks in Hong Kong (ABHK) and shall be a member of the Association of Banks in Hong Kong (ABHK).

Article 49. A member of the Company shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company.

Article 50. A member of the Company shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company (relevant shares) and shall be entitled to attend and vote at all general meetings of the Company (original share certificate).

A member of the Company shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company.

A member of the Company shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company.

The members of the Company shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company.

(I) A member of the Company shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company.

(II) A member of the Company shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company and shall be entitled to attend and vote at all general meetings of the Company.

(III)

(6) 董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

本公司之董事及高級人員須遵守《證券及期貨條例》第 307 條及《上市規則》第 3.09 條。本公司之董事及高級人員亦須遵守《證券及期貨條例》第 308 條及《上市規則》第 3.10 條。本公司之董事及高級人員亦須遵守《證券及期貨條例》第 309 條及《上市規則》第 3.11 條。本公司之董事及高級人員亦須遵守《證券及期貨條例》第 310 條及《上市規則》第 3.12 條。

(VI) 董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

(VII) 董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

(VIII) 董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

Article 55 董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

Article 56 董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

Article 57 董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

Article 58 根據《證券及期貨條例》第 307 條，董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

根據《證券及期貨條例》第 307 條，董事會須向股東大會報告其於過去一年內，根據《證券及期貨條例》第 307 條，向證券及期貨委員會申報的資料。

I. The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders, and to do all things necessary or proper to carry out the powers and duties of the corporation.

(I) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(II) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(III) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

CHAPTER 8. GENERAL MEETING

Article 62 The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders.

Article 63 The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders.

(I) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(II) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(III) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(IV) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(V) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(VI) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(VII) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(VIII) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(I) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

() The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(I) The Board of Directors shall have the authority to exercise all powers and perform all duties and functions of the corporation, subject to the control of the stockholders; and

(II) ... 3 r
C ... ;

(III) ... C ...
... 30 r ... C ... ;

(IV) ... ;

(V) ... ;

(VI) ...
Ar ... A ... ;

(VII) ...
... , ... , ...
... C ... ;

(VIII) ...
... , ...
... Ar ... A ...

S ... , ...
... , ...

Article 64 T ... C ...
... ;

(I) ... C ...
... 30 r ... ;

(II) ... ;

(III) ...
Ar ... A ...

T ...
... ;

T ... (I) ...
... (II)
... S ...

I ...
Ar ... A ... C ...
C ...

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

Article 66 G... I...
...
...

T... C...
...

(I) ... C... L... -
Ar... A...;

(II) C... - r... r...;

(III) ... r... 10 r...
C... (... r... r...)
r...);

(IV) r... r... r... r...;

(V) S... r... C... r... r...;

(VI) - ... r... r... r... r...;

(VII) r... r... Ar... A...;

Article 67 T... C...
...

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

Article 68 I... C...
... r... r... r... r... r... r... r...
Ar... A... r... r... r... r... r... r...
r... 10 r... r... r... r... r... r...
r...

I... r... r... r... r... r... r... r...
r... 5 r... r... r... r... r... r... r...
r... r... r... r... r... r... r... r...

Article 84 The right of a shareholder to transfer or otherwise dispose of his shares is not limited by the provisions of the articles of association, except in so far as such provisions may be necessary for the protection of the company, or in so far as they may relate to the right of a shareholder to transfer or otherwise dispose of his shares in a company which is a company limited by guarantee.

The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

(I) The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

(II) The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

(III) The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

(IV) The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

(V) The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

(VI) The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

(VII) The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

Article 85 The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

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The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

The provisions of the articles of association which relate to the right of a shareholder to transfer or otherwise dispose of his shares are subject to the provisions of the Companies Act, 1985.

Article 86 A Γ -module C is called Γ -trivial if $C \cong \Gamma$. For Γ -trivial C , we have $\text{Ext}_{\Gamma}^i(\Gamma, C) \cong \Gamma$ for all $i \geq 0$. If C is not Γ -trivial, then $\text{Ext}_{\Gamma}^i(\Gamma, C) = 0$ for all $i \geq 1$. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, C) = 0$ if and only if C is Γ -trivial.

Article 87 A Γ -module M is called Γ -free if M is a direct sum of copies of Γ . If M is Γ -free, then $\text{Ext}_{\Gamma}^i(\Gamma, M) = 0$ for all $i \geq 1$. Conversely, if $\text{Ext}_{\Gamma}^i(\Gamma, M) = 0$ for all $i \geq 1$, then M is Γ -free. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, M) = 0$ if and only if M is Γ -free.

Article 88 Let C be a Γ -module. Then $\text{Ext}_{\Gamma}^i(\Gamma, C) \cong C$ for all $i \geq 0$ if and only if C is Γ -trivial. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, C) = 0$ if and only if C is Γ -trivial.

Article 89 Let M be a Γ -module. Then $\text{Ext}_{\Gamma}^i(\Gamma, M) = 0$ for all $i \geq 1$ if and only if M is Γ -free. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, M) = 0$ if and only if M is Γ -free.

Let S be a Γ -module. Then $\text{Ext}_{\Gamma}^i(\Gamma, S) \cong S$ for all $i \geq 0$ if and only if S is Γ -trivial. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, S) = 0$ if and only if S is Γ -trivial.

Let M be a Γ -module. Then $\text{Ext}_{\Gamma}^i(\Gamma, M) = 0$ for all $i \geq 1$ if and only if M is Γ -free. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, M) = 0$ if and only if M is Γ -free.

Let M be a Γ -module. Then $\text{Ext}_{\Gamma}^i(\Gamma, M) \cong M$ for all $i \geq 0$ if and only if M is Γ -trivial. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, M) = 0$ if and only if M is Γ -trivial.

Article 90 Let C be a Γ -module. Then $\text{Ext}_{\Gamma}^i(\Gamma, C) \cong C$ for all $i \geq 0$ if and only if C is Γ -trivial. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, C) = 0$ if and only if C is Γ -trivial.

Article 91 Let M be a Γ -module. Then $\text{Ext}_{\Gamma}^i(\Gamma, M) = 0$ for all $i \geq 1$ if and only if M is Γ -free. In particular, $\text{Ext}_{\Gamma}^1(\Gamma, M) = 0$ if and only if M is Γ -free.

Article 98 V ... r^{A} ... , r^{B} ... r^{C} ...
 r^{A} ... , r^{B} ... r^{C} ... r^{D} ... r^{E} ... r^{F} ...
 r^{G} ... r^{H} ... r^{I} ... r^{J} ... r^{K} ...
 :

- (I) ... ;
- (II) ... ;
- (III) ... r^{A} ... r^{B} ... (...) ... , ... r^{C} ... 10 r^{D} ...
 r^{E} ... r^{F} ... r^{G} ... r^{H} ...
- U** ... r^{A} ... r^{B} ... r^{C} ... , ... r^{D} ... r^{E} ... r^{F} ... r^{G} ...
 r^{H} ... r^{I} ... r^{J} ... , ... r^{K} ... r^{L} ... r^{M} ...
 r^{N} ... r^{O} ... r^{P} ... r^{Q} ... r^{R} ... r^{S} ...
 r^{T} ... r^{U} ... r^{V} ... (...) ...
 r^{W} ... r^{X} ... r^{Y} ... r^{Z} ... r^{A} ...
 r^{B} ...) , ...
- T** ... r^{A} ... r^{B} ... r^{C} ... r^{D} ...

Article 99 I ... r^{A} ... r^{B} ... r^{C} ... r^{D} ...
 r^{E} ... r^{F} ... , ... r^{G} ... r^{H} ... I ... r^{I} ... r^{J} ... r^{K} ...
 r^{L} ... r^{M} ... r^{N} ... r^{O} ... r^{P} ... r^{Q} ...
 r^{R} ... r^{S} ... ; r^{T} ... r^{U} ... r^{V} ... r^{W} ... r^{X} ...

Article 100 V ... , ... r^{A} ... r^{B} ... (...) ... r^{C} ... r^{D} ...
 r^{E} ... r^{F} ... r^{G} ... r^{H} ... r^{I} ...

Article 101 V ... r^{A} ... r^{B} ... r^{C} ... r^{D} ... , ... r^{E} ... r^{F} ...
 r^{G} ... r^{H} ... , ... r^{I} ... r^{J} ...

Article 102 D ... r^{A} ... r^{B} ... r^{C} ... r^{D} ... r^{E} ... r^{F} ...
 r^{G} ... :

- (I) ... r^{A} ... r^{B} ... r^{C} ... r^{D} ... S ... r^{E} ... r^{F} ... ;
- (II) ... r^{A} ... r^{B} ... r^{C} ... r^{D} ... r^{E} ... r^{F} ... ;
- (III) ... r^{A} ... r^{B} ... r^{C} ... r^{D} ... r^{E} ... r^{F} ...
S ... r^{G} ... r^{H} ... r^{I} ... r^{J} ... ;
- (IV) C ... ? ... ;
- (V) ... , ... r^{A} ... r^{B} ... ;

(VI) C.M. ... ;

(VII) ... , ... , ...
C.M. ... , ... Ar. ... A ...

Article 103 D ... ;

(I) ... ;

(II) ... ;

(III) ... ;

(IV) Ar. ... A ... C.M. ;

(V) C.M. ... () ... () ...
... 30 ... C.M. ... ;

(VI) ... ;

(VII) ... , ...
C.M. ... , ... Ar. ... A ...
C.M.

Article 104 T ... , ...
H ...

Article 105 ... ,
Ar. ... A ...

Article 106 T ...

Ar. ... A ...

F ... , ...
T ...

(III) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第七十四條第一項及第二項，自中華民國九十三年一月一日起施行；

(IV) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第七十五條第一項，自中華民國九十三年一月一日起施行；

(V) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第七十六條第一項，自中華民國九十三年一月一日起施行；

(VI) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第七十七條第一項，自中華民國九十三年一月一日起施行；

(VII) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第七十八條第一項，自中華民國九十三年一月一日起施行；

(VIII) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第七十九條第一項，自中華民國九十三年一月一日起施行；

(I) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十條第一項，自中華民國九十三年一月一日起施行；

() 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十條第二項，自中華民國九十三年一月一日起施行；

(I) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十條第三項，自中華民國九十三年一月一日起施行；

(II) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十條第四項，自中華民國九十三年一月一日起施行；

Article 117 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十一條第一項，自中華民國九十三年一月一日起施行；

中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十一條第二項，自中華民國九十三年一月一日起施行；

(I) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十二條第一項，自中華民國九十三年一月一日起施行；

(II) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十二條第二項，自中華民國九十三年一月一日起施行；

(III) 中華民國八十二年十二月二十二日修正公布之中華民國地方自治法第八十二條第三項，自中華民國九十三年一月一日起施行；

Article 118 R
Ar. 117.

Article 119 C
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Article 120 I
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CHAPTER 10. BOARD OF DIRECTORS

Section 1. Directors

Article 122 The Company shall have a Board of Directors consisting of not less than 10 directors, of whom not less than 4 shall be resident in the State of New York.

Article 123 Directors shall hold office until their successors are chosen. The Board of Directors may fill any vacancy in the Board of Directors.

The Board of Directors may, from time to time, increase or decrease the number of directors, but the number of directors shall not at any time be less than 3 or more than 15. Directors shall hold office until their successors are chosen.

Article 124 Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Article 125 Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Article 126 Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Article 127 Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Article 128 Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Article 129 Any director who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned his office, and his seat shall be filled by the Board of Directors.

Section 2. Independent Non-Executive Directors

Section 2. Independent Non-Executive Directors

Article 130 The Company shall have a Board of Independent Non-Executive Directors. The Board of Independent Non-Executive Directors shall consist of not less than three (3) members, of whom at least two (2) shall be independent non-executive directors. The Board of Independent Non-Executive Directors shall have the authority to review and monitor the Company's business performance, financial performance, and compliance with applicable laws and regulations. The Board of Independent Non-Executive Directors shall also have the authority to recommend the appointment and removal of the Company's independent non-executive directors. The Board of Independent Non-Executive Directors shall meet at least once a year, and may also meet more frequently as may be required.

The Board of Independent Non-Executive Directors shall have the authority to recommend the appointment and removal of the Company's independent non-executive directors. The Board of Independent Non-Executive Directors shall also have the authority to recommend the appointment and removal of the Company's independent non-executive directors. The Board of Independent Non-Executive Directors shall also have the authority to recommend the appointment and removal of the Company's independent non-executive directors.

The Board of Independent Non-Executive Directors shall also have the authority to recommend the appointment and removal of the Company's independent non-executive directors. The Board of Independent Non-Executive Directors shall also have the authority to recommend the appointment and removal of the Company's independent non-executive directors. The Board of Independent Non-Executive Directors shall also have the authority to recommend the appointment and removal of the Company's independent non-executive directors.

Article 131 A director shall be eligible for election or re-election if he or she meets the following requirements:

- (I) He or she is at least 18 years of age and is a natural person;
- (II) He or she is not a shareholder of the Company;
- (III) He or she is not a director, supervisor, or senior management personnel of the Company;
- (IV) He or she is not a person who has been convicted of a crime involving fraud or dishonesty, or who has been declared bankrupt or insolvent;
- (V) He or she is not a person who has been disqualified from acting as a director of a company under applicable laws and regulations.

Article 132 B The Board of Independent Non-Executive Directors shall have the authority to recommend the appointment and removal of the Company's independent non-executive directors. The Board of Independent Non-Executive Directors shall also have the authority to recommend the appointment and removal of the Company's independent non-executive directors.

Article 139 T ...

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(VII) ...

Article 140 T ...

Article 141 M ...

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Article 142 T ...

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Article 143 A ...

(I) ...

(II) ...

(III) ...

(IV) ...

(V) ...

A ... (I) (V)

Article 144 M ...

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Article 145 O ...

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T ... I ...

Article 146 V ... 10% ... C ... A ...

(IV) _____ ;

(V) _____ (_____ , _____)

Article 151 _____ , _____

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CHAPTER 11. SECRETARY TO THE BOARD OF DIRECTORS

Article 152 T C _____ , _____
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C _____ C _____

Article 153 T _____
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(II) _____ , _____
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(III) _____ C _____ ;

(IV) _____
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(V) _____ , _____ Ar _____ A _____
_____ C _____

Article 154 A _____ C _____
F _____ M _____ D _____
C _____ A _____
C _____

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_____ , _____

CHAPTER 12. PRESIDENT AND OTHER SENIOR MANAGEMENT MEMBERS

Article 155 The Chairman shall be elected by the members of the Corporation for a term of office of not more than three years.

The Chairman shall be eligible for re-election. The Chairman shall be eligible for re-election if he has not attained the age of 65 years at the time of his re-election. The Chairman shall be eligible for re-election if he has not attained the age of 65 years at the time of his re-election.

Article 156 The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

Article 157 The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(I) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(II) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(III) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(IV) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(V) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(VI) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(VII) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(VIII) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

(I) The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

() The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

Article 158 The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

Article 159 The President shall be elected by the members of the Corporation for a term of office of not more than three years. The President shall be eligible for re-election.

Article 160 The Director shall have the power to:

- (I) ...;
- (II) ...;
- (III) ...;
- (IV) ...

Article 161 The ...

Article 162 I ...

CHAPTER 13. SUPERVISORY COMMITTEE

Section 1. Supervisors

Article 163 Director, ...

Article 164 Supervisor ...

Article 165 Supervisor ...

Article 166 I ...

Article 167 Supervisor ...

Article 168 Supervisor ...

Article 173 A r . . r . r . . . S . r . . r C r
 S . r . . r C I S . r . . r
C r r , r
 r r

Article 174 T S . r . . r C R P r S . r . . r
C , r r r S . r . . r
C r r S . r . . r C

Article 175 V S . r . . r C r

V S . r . . r C (. r)
 r I r
 r r / / , r r
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 r r r

Article 178 A The Board of Directors shall have the authority to:

- (I) to determine the general policy of the Company;
- (II) to approve the annual financial statements of the Company;
- (III) to appoint, suspend, and remove the Chairman of the Board.

**CHAPTER 14. QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS,
SUPERVISORS, PRESIDENT AND OTHER SENIOR MANAGEMENT MEMBERS
OF THE COMPANY**

Article 179 N The Board of Directors shall have the authority to:

- (I) to determine the general policy of the Company;
- (II) to approve the annual financial statements of the Company; and
- (III) to appoint, suspend, and remove the Chairman of the Board.

Article 180 T
C

Article 181 I
r C

- (I) C
- (II) r C
- (III) r C , () r
- (IV) r r r r , () r

T r ... C ... , r
r ... , r ...

T r ... C ... r ... r ... r ... r ... r ... r ...
SEHK r ... r ... r ... r ... Tr ... Or ... H ... K ...

S: r ... PRC, C ... r ... r ... r ... , r ...
r ... r ... r ... r ...

T C ... r ... r ... r ... r ... r ... r ... r ...
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r ... H ... r, C ... r ... r ... r ... r ...
r ... r ... r ... r ...

T C ... r ... r ... r ... r ... r ... r ... r ...
r ... r ... r ... r ... r ... r ... r ... r ...
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(I) C ... , r ... r ... 12 r, r ... r ... r ...
r ... r ... r ... r ...

(II) r ... 12 r C ... r ... r ... r ...
r ... r ... r ... r ... r ... r ... r ...
r ... r ... r ... r ...

Article 211 A r C ... ? r ... r ... r ... r ... r ... ,
C ... ? r ... r ... r ... (r ...) r ... r ... r ...

Article 212 C ... r ... C ... r ... r ... r ...
r ... R ... , r ... r ... r ... r ... r ...
r ... r ... R ... r ... r ... r ... T ... r ...
r ... r ... C ... r ... r ... r ...
r ... r ... r ... r ... r ... r ... r ...

Article 213 r ... r ... r ... r ... , C ... r ... r ... r ...
PRC r ...

Article 214 T C ... r ... r ... r ... r ... r ... r ...
r ... r ... r ... r ... C ... ? r ... r ... r ... ,
r ...

Article 215 T C ... ? r ... r ... r ... r ... r ... r ...
r ... r ... r ... r ... r ... r ... T ... r ... r ...
r ... r ... r ... r ...

CHAPTER 16. ENGAGEMENT OF ACCOUNTING FIRMS

Article 216 T C... PRC

T... S...

I...

Article 217 T... C...

Article 218 A... C...

(I)...

(II)...

(III)...

Article 219 I... H...

Article 220 T... C...

Article 221 T... T...

Article 222 T... S...

(II) Where the company is a public company, the directors shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

(III) Where the company is a private company, the directors shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

CHAPTER 17. INFORMATION DISCLOSURE

Article 224 The company shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

Article 225 The company shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

CHAPTER 18. MERGER, DIVISION, DISSOLUTION AND LIQUIDATION OF THE COMPANY

Article 226 The company shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

Where the company is a public company, the directors shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

Article 227 The company shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

Where the company is a public company, the directors shall, within the period of 14 days from the date of the meeting, file with the Registrar a copy of the minutes of the meeting, together with a copy of the resolution passed thereat, in the form prescribed in the Companies Act, 2013.

Article 228 I C.M. , r r r .

V C.M. , r r r r r . V 10 r .
r r , C.M. r r 30
CSRC, r

T r r . C.M. , r r
r r r r C.M. r r r r

Article 229 I r r C.M. ' r r r r ,
r r C.M. ' r r r r r I C.M.
r r C.M. r r I
r r r r .

Article 230 T C.M. r :

- (I) r r C.M. ;
- (II) r r r r C.M. ;
- (III) C.M. r r ;
- (IV) C.M. r r r r r r
- (V) r r r r r C.M. r r
r r , r r 10 r r
r r P ' C r C.M. ; r
- (VI) r r r C.M. r r r

Article 231 I C.M. r r (I), (IV) r (V) r Ar ,
r r 15 r
r r r r T r r
r r I C.M. r r r
r r P ' C r r r
r r r r

I C.M. r r (III) r Ar , P ' C r ,
r r , r r r r r r
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Director, Company Secretary, or any person authorized by the Board of Directors to receive notices on behalf of the Company. The Company Secretary shall be responsible for the delivery of the notices to the persons named in the list.

Article 236 In the event of the death of any Director, the Company may fill the vacancy by appointing a new Director. The Company may also remove any Director at any time.

Any Director appointed by the Board of Directors shall hold office for the term specified in the resolution appointing him, and shall be eligible for re-appointment.

Article 237 For the purpose of the Companies Act, 2013, the Company shall be deemed to be a company incorporated in India. The Company shall be governed by the provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014. The Company shall also be governed by the provisions of the Companies Act, 1956 and the Companies (Incorporation) Rules, 1956 to the extent they are not inconsistent with the provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014. The Company shall also be governed by the provisions of the Companies Act, 1956 and the Companies (Incorporation) Rules, 1956 to the extent they are not inconsistent with the provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014.

Article 238 The Company shall be deemed to be a company incorporated in India for the purposes of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014.

The Company shall be deemed to be a company incorporated in India for the purposes of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014.

In the event of the death of any Director, the Company may fill the vacancy by appointing a new Director. The Company may also remove any Director at any time.

CHAPTER 19. AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION

Article 239 The Board of Directors may amend or modify the Articles of Association of the Company from time to time, subject to the approval of the shareholders of the Company.

(I) Any amendment to the Articles of Association shall be subject to the following conditions:

(II) Any amendment to the Articles of Association shall be subject to the following conditions:

(III) Any amendment to the Articles of Association shall be subject to the following conditions:

Article 240 The Board of Directors may amend or modify the Articles of Association of the Company from time to time, subject to the approval of the shareholders of the Company.

(I) Any amendment to the Articles of Association shall be subject to the following conditions:

(II) ... ;

(III) ...

Article 241 I ... Ar ... A ... M ... Pr ... Ar ... A ... C ... T L O r ... S C ... I ... Ar ... A ... C ...

CHAPTER 20. NOTICES AND ANNOUNCEMENTS

Article 242 N ... (r ... r ... C ... r ... C ...) ... C ... r ... r ... r ...

(I) ... ;

(II) ... ;

(III) ... ;

(IV) ... ;

(V) ... Ar ... A ...

U ... Ar ... C ... SEHK ... SEHK ... S ... C ... I ...

H ... C ... r ... C ... r E ... C ... E ... S ... C ...

Article 243 F r C ... (r ...) ...

Fr C ... 48 ...

Fr C ...

Fr C ... Article 242 ... Article A ...

Article 244 I ... C ... E ... C ...

CHAPTER 21. DISPUTE RESOLUTION

Article 245 U ... Article A ... C ...

(I) I ... Article A ... C ... L ...

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

D ...

(III) U r r , PRC r

(IV) T r r r r r

CHAPTER 22. SUPPLEMENTARY PROVISIONS

Article 246 F r r Ar A , r r SEHK L R

Article 247 T Ar A r C . I r Ar A , r C r r C r r

Article 248 U r r , r Ar A

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() r , r r r , 30 r r C ; r

() r , r r r , r r C r

(II) r r r r r r (r r r r) r r C r r r

(III) r r r r , r r r C , r r C r r r r

(IV) r r r r C ' r r r , r r r r r r r r (r r r r L R H K S E) r r r r r r r r , r r r r r r C ' r ; r , r r r r r r r r r r r r

Article 249 U... r... Ar... A..., r... Ar...
A..., r... ;
r..., r..., r..., r..., r..., r...

Article 250 T... r... r... r... Ar... A...