

公 证 书

中华人民共和国山东省济南市齐鲁公证处

山东省路桥集团有限公司章程

(2021年1月修订)

第一章 总则

第一条 为确立山东省路桥集团有限公司（以下简称“公司”）的法律地位和行为准则，保障股东的合法权益，规范公司的管理和运作，根据《中华人民共和国公司法》（以下简称“《公司法》”）等有关法律、行政法规和有关文件规定，制订本章程。

第二条 公司是经山东省人民政府批准，依据《公司法》和其他有关规定成立的有限责任公司。

第三条 公司注册名称：山东省路桥集团有限公司

英文名称为：SHANDONG LUQIAO GROUP CO., LTD.

第四条 公司法定住所：山东省济南市历下区经十路14677号，邮政编码：250014。

第五条 公司注册资本为人民币301000万元。

公司可以增加或者减少注册资本。公司增加或者减少注册资本，应当按照《公司法》以及其他有关规定和本章程规定的程序办理。

第六条 公司营业期限为永久存续。

第七条 公司股东及出资情况如下：

代称	单位名称	出资额 (万元)	占注册资 本比例	出资 方式	出资时间
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山东 路桥	山东高速路 桥集团股份 有限公司	301000	100%	货币	2020年12月 25日
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第八条 公司享有全部法人财产权，依法享有民事权利，承担民事责任；依法自主经营、自负盈亏、独立核算、照章纳税，承担国有资产保值增值责任。

公司对其所投资企业依法行使股东权利，以出资额为限承担有限责任。

第九条 公司依据法律、法规和本章程，在国家宏观政策指导下，依法开展经营活动。

公司的经营管理采取董事会领导下的总经理负责制，接受股东的监督。在保证程序合法、运营安全的前提下以提高工作效率和创造最佳经济效益为经营目标。

第十条 公司经董事会批准，可以向其他有限责任公司或股份有限公司投资，并以该出资额为限对所投资企业承担责任；公司不得成为对所投资企业的债务承担连带责任的股东。

第二章 经营宗旨和经营范围

第十一条 公司经营宗旨：执行国家法律、法规和政策，保障国有资产安全、保值与增值，依靠科技进步，深化企业改革，发挥整体优势，实现社会效益和经济效益的统一。通过提高企业管理水平和工程技术含量，不断提升在交通建设领域的市场

地位和竞争能力，建成组织体系科学化、市场结构多元化、生产经营系统化、企业管理现代化的一流企业集团。

第十二条 公司经营方式：生产经营、资产经营、通过投资控股开发、兴办实业。

第十三条 公司经营范围：起重机械设计、生产、安装、改造、维修（须取得许可证后按许可证规定范围经营）；对外派遣实施上述境外工程所需的劳务人员。（有效期限以许可证为准）。资质证书范围内公路、桥梁工程、隧道工程、市政工程、建筑工程、交通工程、港口与航道工程、铁路工程、城市轨道交通工程施工；资格证书范围内承包境外公路、桥梁、隧道工程、港口与航道工程、铁路工程、城市轨道交通工程及境内国际招标工程及上述境外工程所需的设备、材料出口，工程机械及配件的生产、修理、技术开发、销售、租赁；筑路工程技术咨询、培训；起重机械销售及租赁；建设工程项目的勘察、测量、设计、咨询；承包境外公路工程的咨询、设计项目。住宅室内装饰装修；预拌混凝土专业承包；水泥制品制造；砼结构构件制造；水泥制品销售；建筑装饰、水暖管道零件及其他建筑用金属制品制造；土石方工程施工；固体废物治理；土壤污染治理与修复服务；汽车零部件及配件制造；对外承包工程；再生资源加工；环境保护专用设备制造；环境保护专用设备销售；金属结构制造；金属工具制造；施工专业作业；各类工程建设活动；矿产资源（非煤矿山）开采；道路货物运输（不含危险货

物)。(依法须经批准的项目,经相关部门批准后方可开展经营活动)

第三章 股东的权利和义务

第十四条 公司不设股东会,由股东行使股东会的职权,根据本章程的规定,决定公司的重大事宜。

第十五条 股东享有如下权利:

- (一) 对公司经营行为进行监督,提出建议或质询;
- (二) 查阅公司会计账簿、章程、董事会会议决议、监事会报告和财务会计报告;
- (三) 依照法律、法规和公司章程的规定获取红利;
- (四) 依法转让全部或部分出资,优先认购公司新增的注册资本;
- (五) 公司终止后,依法分得公司的剩余财产;
- (六) 国家法律、行政法规或公司章程规定的其他权利。

第十六条 股东承担以下义务:

- (一) 遵守公司章程;
- (二) 按期足额缴纳公司章程规定的出资额;
- (三) 依其所认缴的出资额为限承担公司的债务;
- (四) 在公司办理登记注册手续后,股东不得抽回投资。

第十七条 股东行使下列职权:

- (一) 决定公司的经营方针和投资计划;
- (二) 决定和更换由非职工代表担任的董事、监事;决

定有关董事、监事的报酬事项；

(三) 批准董事会的报告；

(四) 批准监事会的报告；

(五) 批准公司的年度财务预算方案、决算方案；

(六) 批准公司的利润分配方案和弥补亏损方案；

(七) 决定转让其所持全部或部分股权，或在全部或部分股权上设置担保作出决议；

(八) 决定发行公司债券事项；

(九) 决定公司对外担保事项；

(十) 决定公司增加或者减少注册资本；

(十一) 决定公司合并、分立、解散、清算或者变更公司形式事项；

(十二) 修改公司章程；

(十三) 本章程规定的其他职权。

股东作出上述决定时，应当采用书面形式，并由股东盖章后置备于公司。

第四章 董事会、总经理、监事会

第十八条 公司设董事会，成员为七人，其中职工董事一人，由公司职工通过职工代表大会选举产生，其他董事由股东委派产生。董事任期三年，任届期满，可连选连任。

第十九条 董事会设董事长一人，由董事会以全体董事过半

数选举产生。董事长为公司的法定代表人。

第二十条 董事会对股东负责，行使以下职权：

- (一) 负责向股东报告工作；
- (二) 执行股东的决定；
- (三) 决定公司的经营计划和投资方案；
- (四) 制订公司的年度财务预算方案，决算方案；
- (五) 制订公司的利润分配方案和弥补亏损方案；
- (六) 制订公司增加或减少注册资本以及发行公司债券的方案；
- (七) 拟订公司合并、分立、变更公司形式、解散的方案；
- (八) 决定公司内部管理机构的设置；
- (九) 制定公司的基本管理制度；
- (十) 聘任或者解聘公司总经理以及决定其薪酬事项。根据总经理的提名，任命公司副总经理、财务负责人，决定其报酬事项；
- (十一) 公司章程规定的其他职权。

第二十一条 董事会会议由董事长召集并主持。董事长因特殊原因不能履行职务时，由董事长指定的其他董事召集并主持董事会会议。

第二十二条 董事长不履行职务，又不指定其他董事召集和主持董事会时，经三分之一以上董事提议可以召开董事会会议。

第二十三条 召开董事会，董事本人应当参加。董事因故不

能参加时，可以书面委托其他董事代为出席董事会议，委托书要载明授权的范围。

第二十四条 董事会对所议事项做出的决议应由过半数的董事表决通过方为有效。

第二十五条 董事会议所议事项须作成会议记录，出席会议的董事须在会议记录上签名。董事须对董事会的决议承担责任。

第二十六条 公司设总经理一名，由董事会聘任或解聘。

第二十七条 总经理对董事会负责，行使下列职权：

(一) 主持公司的日常生产经营管理工作，组织实施董事会决议；

(二) 组织实施公司年度经营计划和投资方案；

(三) 拟定公司内部管理机构设置方案；

(四) 拟定公司的基本管理制度；

(五) 制定公司的具体规章；

(六) 提请聘任或者解聘公司副总经理、财务负责人；

(七) 聘任或者解聘除由股东决定聘任或解聘以外的负责管理人员；

(八) 公司章程和董事会授予的其他职权。

第二十八条 公司设监事会，成员为三人，其中一人为职工代表，由公司职工通过职工代表大会选举产生，另二人由股东委派。监事会设主席一人，由全体监事过半数选举产生。监事任期三年，任届期满，可连选连任。

第二十九条 监事会行使下列职权：

- (一) 检查公司的财务；
- (二) 对董事、总经理及其他高级管理人员执行公司职务时违反法律、法规或者公司章程的行为进行监督；
- (三) 当董事、总经理及其他高级管理人员的行为损害公司的利益时，要求其予以纠正；
- (四) 公司章程规定的其他职权。

监事可以列席董事会会议。

第三十条 监事会对所议事项做出的决议应由过半数的监事表决通过方为有效。

第三十一条 监事会应当将所议事项的决定作成会议记录，出席会议的监事须在会议记录上签名。监事有权要求在记录上对其在会议上的发言作出某种说明性记载。监事会会议记录作为公司档案至少保存 10 年。

第五章 财务、会计、利润分配

第三十二条 公司应当依照法律、行政法规和国务院财政主管部门的规定建立本公司的财务、会计制度。公司应当在每一会计年度终了时编制财务会计报告，依法经会计师事务所审计，并应于第二年四月三十日前送交股东。

第三十三条 公司分配当年税后利润时，应当提取利润的百分之十列入公司法定公积金。公司法定公积金累计额为公司注

册资本的百分之五十以上的，可不再提取。当法定公积金不足以弥补以前年度亏损的，在依照前款规定提取法定公积金之前，应当先用当年利润弥补亏损。

公司从税后利润中提取法定公积金后，经股东决定，还可以从税后利润中提取任意公积金。

公司弥补亏损和提取公积金后所余税后利润，按照股东。在公司盈利年度，公司当年分配给股东的利润不少于当年实现的可分配利润的 80%。

第三十四条 公司除法定的会计帐册外，不另立会计帐册。对公司资产，不得以任何个人名义开立帐户存储。

第六章 劳动人事管理

第三十五条 公司执行国家及地方人民政府有关劳动、人事、工资、社会保险统筹等方面的法律、法规和规定。

第三十六条 公司实行全员劳动合同制，公司依法与职工签订劳动合同，双方按照劳动合同履行权利和义务。

第三十七条 公司有权对违法违纪的职工进行行政处分直至辞退或开除，辞退和开除职工必须提前 30 天通知本人。

第三十八条 本公司职工有辞职的自由。职工辞职应按照劳动合同等有关规定向公司劳动人事管理部门提出申请，按照公司规定履行必要手续。

第七章 公司的党群组织

第三十九条 根据《中国共产党章程》等有关规定，在公司设立中国共产党的组织，建立党的工作机构，配备党务工作人员。经中共山东高速路桥集团股份有限公司委员会批准，设立中共山东省路桥集团有限公司委员会（简称公司党委）和中共山东省路桥集团有限公司纪律检查委员会（简称公司纪委）。公司党委书记、副书记、委员和纪委书记人选按照企业领导人员管理权限审批。公司党组织关系隶属中共山东高速路桥集团股份有限公司委员会。

第四十条 公司党委按照有关规定逐级设立党的基层委员会、总支部委员会、支部委员会，建立健全党的基层组织，开展党的活动。公司党组织按照《中国共产党基层组织选举工作暂行条例》定期进行换届选举。

第四十一条 公司党组织发挥领导核心和政治核心作用，坚持把方向、管大局、保落实，通过坚决贯彻执行党的理论和路线方针政策，确保公司坚持改革发展正确方向；通过议大事抓重点，加强集体领导、推进科学决策，推动公司全面履行经济责任、政治责任、社会责任；通过党管干部、党管人才，建强企业领导班子和职工队伍，为企业改革发展提供人才保证；通过抓基层打基础，发挥基层党组织的战斗堡垒作用和党员的先锋模范作用，领导群众组织，加强思想政治工作，凝心聚力推动各项工作任务落实；通过落实主体责任和监督责任，加

强党风廉政建设 and 反腐败工作，正风肃纪、防范风险。

第四十二条 公司健全完善相关规章制度，明确公司党委与股东、董事会、监事会和经理层的职责边界，将公司党委的机构设置、职责分工、人员配置、工作任务、经费保障纳入管理体制、管理制度和工作规范，建立各司其职、各负其责、协调运转、有效制衡的公司治理机制。

第四十三条 公司建立党委议事决策机制，明确公司党委决策和参与重大问题决策事项的范围和程序。公司党委研究讨论是董事会、经理层决策重大问题的前置程序，重大经营管理事项必须经党委研究讨论后，再由董事会或经理层作出决定。

第四十四条 公司党委议事决策应当坚持集体领导、民主集中、个别酝酿、会议决定，重大事项应当充分协商，实行科学决策、民主决策、依法决策。

第四十五条 公司应当为党组织的活动提供必要条件，保障党组织的工作经费。

第四十六条 公司职工依法组织工会，开展工会活动，维护职工的合法权益，公司为工会提供必要的活动条件。

第四十七条 公司研究决定职工福利、安全生产、劳动保护、劳动保险等涉及职工利益的问题，事先应听取公司工会和职工的意见，并邀请工会或者职工代表列席有关会议。

第八章 公司解散和清算

第四十八条 公司有下列情形之一的，可以解散：

- (一) 公司章程规定的营业期限届满或者公司章程规定的其他解散事由出现时；
- (二) 股东决定解散；
- (三) 因公司合并或者分立需要解散；
- (四) 依法被吊销营业执照、责令关闭或者被撤销；
- (五) 因不可抗力事件致使公司无法继续经营时；
- (六) 宣告破产。

第四十九条 公司依照前条第（一）、第（二）、第（五）项规定解散的，应当依法组建清算组并进行清算；公司清算结束后，清算组制作清算报告，报股东批准。公司依照前条第（四）、第（六）项规定解散的，由有关部门和人民法院根据有关法律、法规组织成立清算组织，进行清算。

第九章 章程的修改

第五十条 公司可根据需要，以有关法律、法规为依据修改章程。

第五十一条 公司章程的修改，由董事会提出，报股东批准。

第五十二条 公司股东对有关章程的补充决定和细则，均为本章程的组成部分。

第十章 附则

第五十三条 章程中未列举的其他事宜依照国家有关法律
法规执行。

第五十四条 章程由公司股东负责解释，涉及公司登记的
事项以公司登记机关登记为准。

2021年1月13日

Articles of Association of Shandong Luqiao Group Co., Ltd.

(Revised in January 2021)

Chapter I General Provisions

Article 1 In order to establish the legal status and code of conduct of Shandong Luqiao Group Co., Ltd. (hereinafter referred to as "the Company"), protect the legitimate rights and interests of shareholders and standardize the management and operation of the Company, the Articles of Association are formulated in accordance with *the Company Law of the People's Republic of China* (hereinafter referred to as "*the Company Law*") and other relevant laws, administrative regulations and relevant documents.

Article 2 The Company is a limited liability company approved by Shandong Provincial People's Government and established in accordance with the *Company Law* and other relevant regulations.

Article 3 Registered name of company: 山东省路桥集团有限公司

English name: SHANDONG LUQIAO GROUP CO., LTD.

Article 4 Company's legal address: No.14677, Jingshi Road, Lixia District, Jinan City, Shandong Province, Postal Code: 250014.

Article 5 Registered capital of the Company is RMB 3.01 billion.

The Company can increase or reduce the registered capital, for which the Company shall comply with *the Company Law*, other relevant regulations and procedures specified in these Articles of Association.

Article 6 Business term of the Company: permanent survival.

Article 7 Shareholders and capital contributions of the Company are as follows:

Abbreviation	Company Name	Amount of contribution (RMB 10,000)	Proportion of registered capital	Mode of contribution	Time of contribution
Shandong	Shandong	301000	100%	Currency	December 25,

Luqiao Group Co., Ltd.	Hi-Speed Road & Bridge Group Co., Ltd.				2020
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Article 8 The Company enjoys all legal person property rights, enjoys civil rights and bears civil liabilities according to law, operates independently according to law, is responsible for own profits and losses, conducts independent accounting and pays taxes according to regulations, and assumes the responsibility of maintaining and increasing the value of state-owned assets.

The Company exercises the shareholder's rights according to law for the enterprises invested, and bears limited liability within the limit of the amount of capital contribution.

Article 9 The Company shall carry out business activities in accordance with the laws, regulations and the Articles of Association and under the guidance of the national macro-policies.

The general manager responsibility system under the leadership of the board of directors is adopted for business management of the Company that accepts the supervision of shareholders. On the premise of ensuring legal procedures and safe operation, business aims at improving work efficiency and creating the best economic benefits.

Article 10 With the approval of the board of directors, the Company may invest in other limited liability companies or companies limited by shares, and shall bear the responsibility for the invested enterprises within the limit of the amount of capital contribution. The Company shall not be a shareholder who is jointly and severally liable for the debts of the invested enterprise.

Chapter II Purpose and Scope of Business

Article 11 Operation tenet of the Company: We will implement national laws, regulations and policies to safeguard the safety, preservation and appreciation of state-owned assets, rely on scientific and technological progress, deepen enterprise reform, bring the overall advantages into full play, and achieve the unity of social and economic benefits. Through the improvement of enterprise management level and engineering technology content, continuously improve the market position and competitiveness in the field of transportation construction, and build a first-class enterprise group with scientific organizational system, diversified market structure, systematic production and operation, and modern enterprise management.

Article 12 The Company's management mode: production management, asset management,

development through investment holding and establishment of industry.

Article 13 Scope of business: The Company mainly runs the following business: design, production, installation, modification and maintenance of hoisting machinery (operating within the scope specified in the license granted); labor assignment for implementing the above overseas projects. (The validity period is subject to the license). Construction of highway, bridge, tunnel, municipal, construction, traffic, port and waterway, railway and urban rail transit projects within the scope of the qualification certificate; contracting of overseas highway, bridge, tunnel, port and waterway, railway and urban rail transit projects and domestic international bidding projects, and production, maintenance, technical development, sales and lease of the equipment, exported materials, engineering machinery and accessories necessary for the above overseas projects within the scope of the qualification certificate; technical consultation and training for road construction projects; sales and lease of hoisting machinery; survey, measurement, design and consultation of construction projects; consulting and design contracting of overseas highway projects. Residential interior decoration; specialized contracting for premixed concrete; manufacturing of cement products; manufacturing of concrete structural members; sales of cement products; construction of earthworks for building decoration, plumbing parts and other building metal products; solid waste treatment; soil pollution control and remediation services; manufacturing of auto parts and accessories; foreign contracted works; processing of renewable resources; manufacturing of special equipment for environmental protection; sales of special equipment for environmental protection; manufacturing of metal structures; manufacturing of metal tools; construction operations; various engineering construction activities; mining of mineral resources (non-coal mines); road freight transport (excluding dangerous goods). (Items that are subject to approval according to laws shall be operated only after relevant approvals are obtained from relevant authorities)

Chapter III Rights and Obligations of Shareholders

Article 14 The Company does not set up the board of shareholders, and the shareholders shall exercise the functions and powers of the board of shareholders and decide the major issues of the Company according to the provisions of the Articles of Association.

Article 15 The shareholders shall have the following rights:

- (I) Supervise, make suggestions or address inquiries on business operation of the

Company;

(II) Look up the Company's accounting books, Articles of Association, resolutions of meeting of board of directors, reports of board of supervisors and financial accounting reports;

(III) Obtain the dividends in accordance with laws, regulations and Articles of Association;

(IV) Transfer all or part of the capital contribution according to laws, and give priority to subscribe for the newly added registered capital of the Company;

(V) Share the residual assets of the Company according to laws upon dissolution of the Company;

(VI) Other rights specified in relevant administrative laws and regulations, or the Articles of Association.

Article 16 The shareholders shall:

(I) Abide by the Articles of Association;

(II) Make the capital contribution on time and in full as specified in the Articles of Association of the Company;

(III) Assume the Company's debts as per the amount of contribution subscribed;

(IV) The shareholders shall not withdraw their contribution after the registration of the Company.

Article 17 The shareholders shall exercise the following functions and powers:

(I) Decide the Company's operation policies and investment plans;

(II) Decide on and replacing directors and supervisors who are not represented by employee representatives, and determining the remuneration of the relevant directors and supervisors;

(III) Approve the report of the board of directors;

(IV) Approve the report of the board of supervisors;

(V) Approve the Company's annual financial budget plan and final settlement plan;

(VI) Approve the Company's profit distribution plan and deficit coverage plan;

- (VII) Decide to transfer all or part of its shares or set guarantees on all or part of its shares;
- (VIII) Decide on the issue of corporate bonds;
- (IX) Decide on external guarantee matters of the Company;
- (X) Decide on increase or decrease of the Company's registered capital;
- (XI) Make decisions on merger, separation, dissolution, liquidation or type alteration of the Company;
- (XII) Amend the Articles of Association of the Company;
- (XIII) Perform other functions and powers stipulated in the Articles of Association.

Any decision aforesaid made by the shareholders shall be in written form and kept in the Company with the shareholders' signatures and seals.

Chapter IV Board of Directors, General Manager and Board of Supervisors

Article 18 The Company shall up a board of directors with seven members, including one employee director elected by the company's employees through the congress of workers and staff, and other directors appointed by the shareholders. The directors shall serve for a 3-year term of office and can be reappointed (reelected) consecutively upon expiration of the term of office.

Article 19 The board of directors shall have 1 chairman, who shall be elected by more than half of all the directors. The chairman acts as the legal representative of the Company.

Article 20 The board of directors shall be responsible to the shareholders, and shall exercise the following functions and powers:

- (I) Report the work to the shareholders;
- (II) Implement the decisions of shareholders;
- (III) Determine the business plans and investment schemes of the Company;
- (IV) Formulate annual financial budget plan and final settlement plan of the Company;
- (V) Prepare the Company's profit distribution plan and deficit coverage plan;
- (VI) Prepare the plans for the increase or decrease of registered capital of the Company and the issuance of corporation bonds of the Company;

- (VII) Formulate plans for separation, merger, change form and dissolution of the Company;
- (VIII) Determine the structure of the Company's internal management organization;
- (IX) Establish the basic management systems of the Company;
- (X) Appoint or dismiss the general manager of the Company and determine the remuneration. Appoint the deputy manager and the officer in charge of finance, and determine the remuneration for them according to the nomination of the general manager;
- (XI) Other functions and powers as stipulated by the Articles of Association of the Company.

Article 21 The meeting of the board of directors shall be convened and presided over by the chairman. Where the chairman cannot perform his duties due to particular reasons, the board meeting shall be convened and presided over by another director appointed by the chairman.

Article 22 When the chairman of the board of directors does not execute the functions and appoint another director to convene and preside over the meeting of the board of directors, the meeting of the board of directors can be convened upon the proposal of more than one third of the directors.

Article 23 The directors shall attend the meeting of the board of directors personally. The director shall entrust another director to attend in writing when he cannot attend due to some reasons and the letter of authorization shall clearly state the scope of authorization.

Article 24 The resolutions made by the board of directors shall not come into force unless they are approved by the directors with more than one half of the voting rights.

Article 25 Minutes shall be made on the matters discussed on the board meeting. The directors present at the meeting shall sign the minutes of the meeting. The directors shall be liable for the resolutions of the board of directors.

Article 26 The Company has a general manager who shall be appointed or dismissed by the board of directors.

Article 27 The general manager shall be responsible to the board of directors and shall exercise the following functions and powers:

- (I) Preside over the daily production, operation and management of the Company and

organize the implementation of resolutions made on the board meetings;

- (II) Arrange the implementation of the Company's annual business plan and investment plan;
- (III) Draft plans on the establishment of the internal management organization of the Company;
- (IV) Draft the basic management system of the Company;
- (V) Prepare the specific rules and regulations of the Company;
- (VI) Propose the appointment or dismissal of the deputy general managers, chief financial officer of the Company;
- (VII) Appoint or dismiss managerial personnel except those who shall be appointed or dismissed by the shareholders;
- (VIII) Other functions and powers authorized by articles of association of the Company and the board of directors.

Article 28 The Company shall have a board of supervisors with three members, including one employee representative elected and appointed by the company's employees through the congress of workers and staff, and the other two appointed by the shareholders. The board of supervisors shall have a chairman who shall be elected by more than half of all the supervisors. The supervisors shall serve for a 3-year term of office and may be reappointed (reelected) consecutively upon expiration of the term of office.

Article 29 The board of supervisors shall exercise the following functions and powers:

- (I) Check the financial affairs of the company;
- (II) Supervise the directors, general manager and other senior management personnel for compliance of their activities with laws, regulations or Articles of Association during execution of their functions in the Company;
- (III) Require the directors, general manager or other senior management personnel to make corrections when their conducts harm the interests of the company;
- (IV) Other functions and powers as stipulated by the Articles of Association of the

Company.

The supervisors may attend the board meeting without voting rights.

Article 30 The resolutions made by the board of supervisors shall not come into force unless they are approved by the supervisors with more than one half of the voting rights.

Article 31 The board of supervisors shall work out the minutes of meeting for the decisions on the issues discussed, and the supervisors attending the meeting shall sign the minutes of meeting. The supervisors shall have the right to take any explanatory notes to their statements at the meeting in the minutes. Minutes of the meetings of the board of supervisors shall be kept as company files for at least 10 years.

Chapter V Finance, Accounting and Profit Distribution

Article 32 The Company shall establish its financial and accounting systems according to the laws, administrative regulations and regulations stipulated by the financial department of the State Council. The Company shall prepare the financial statements at the end of each fiscal year, which shall be legally audited by an accounting firm and submitted to the shareholders prior to April 30th of the following year.

Article 33 When distributing the after-tax profit of the current year, the Company shall appropriate 10% from after-tax profit of the current year and set aside as statutory reserve fund of the Company. Where the accumulated amount of the statutory reserve fund of the Company exceeds 50 percent of its registered capital, further allocation may be suspended. Where the statutory reserve fund is not sufficient to cover the Company's loss from the previous year, the current year profits shall be used to cover such loss before withdrawing the statutory reserve fund pursuant to the previous Clause.

After the allocation to the statutory reserve fund is made from the after-tax profits of the Company, according to a decision made by the shareholders, the discretionary surplus reserve may be allocated from the after-tax profits.

The remaining after-tax profits after the Company has made up the losses and withdrawn the accumulation funds shall be distributed by the shareholders. In the company's profit-making year, the company's profit distributed to the shareholders shall not be less than 80% of the distributable profit realized in the year.

Article 34 Other accounting books shall not be established besides legal accounting books. The Company's assets shall not be deposited into any account opened in the name of any individual.

Chapter VI Management of Labor and Personnel

Article 35 The Company shall implement laws, regulations and provisions concerning labor, personnel, wages, social insurance pooling and other aspects of the state and local people's governments.

Article 36 The Company shall implement the system of signing labor contracts for all employees. The Company shall sign labor contracts with the employees according to laws, and both parties shall perform their rights and obligations in accordance with the labor contract.

Article 37 The Company has the right to impose administrative sanctions on employees who violate laws and disciplines until they are dismissed or expelled. Notification of dismissal and expelling of employees shall be made 30 days in advance.

Article 38 Employees of the company have the freedom to resign. Employees who resign shall submit an application to the company's management department of labor and personnel in accordance with the labor contract and other relevant provisions, and go through necessary procedures in accordance with the company's regulations.

Chapter VII Party-mass Organization

Article 39 In accordance with the Constitution of the Communist Party of China and other relevant provisions, the Company shall set up the organization of the CPC, establish the Party's working mechanism and allocate the Party affairs staff. With the approval of CPC Committee of Shandong Hi-Speed Road & Bridge Group Co., Ltd., the CPC Committee of Shandong Luqiao Group Co., Ltd. (referred to as Company's Party Committee) and the CPC Disciplinary Inspection Committee of Shandong Luqiao Group Co., Ltd. (referred to as Company's Discipline Inspection Committee) are established. The Party secretary, deputy secretary, committee members and secretary of discipline inspection of the Company shall be examined and approved in accordance with the management authority of enterprise leaders. The Party organization of the Company is affiliated to the CPC Committee of Shandong Hi-Speed Road & Bridge Group Co., Ltd.

Article 40 The Party committee of the Company shall establish the Party's grass-roots committee, general branch committee and branch committee level by level in accordance with

relevant regulations, establish and improve the Party's grass-roots organization and carry out Party activities. The Party organization of the Company shall conduct regular election in accordance with the *Provisional Regulations on the Election Work of the Grassroots Organizations of the Communist Party of China*.

Article 41 The CPC organization of the Company shall play a leading and political role, adhere to the overall management of the direction and implementation of the overall situation, and ensure that the Company adheres to the correct direction of reform and development by resolutely implementing the party's theories, line, principles and policies; focus on major issues, strengthen collective leadership to promote scientific decision-making, and promote the Company to fulfill its economic responsibility, political responsibility and social responsibility; strengthen leading bodies and staff through party management on cadres, and provide talent guarantees for the reform and development of enterprises; by laying a foundation at the grassroots level, give play to the role of the grass-roots party organization as a battle fortress and the vanguard and exemplary role of party members, lead mass organizations, strengthen ideological and political work, and work together to promote the implementation of various tasks; through the implementation of the main responsibility and supervision responsibility, strengthen the building of party conduct, clean government and anti-corruption work to highly justify disciplines and prevent risks.

Article 42 The Company shall improve relevant rules and regulations, clarify the responsibilities and boundaries between the Company's Party committee and shareholders, the board of directors, the board of supervisors and the management, incorporate the organization, division of responsibilities, personnel allocation, work tasks and fund guarantee of the Company's Party committee into the management mechanism, management system and work rules, and establish a corporate governance mechanism in which all members perform duties and assume responsibilities for coordinated operation and effective checks and balances.

Article 43 The Company shall establish a decision-making mechanism of the party committee to clarify the scope and procedures of the party committee's decision-making and participation in the decision-making of major issues. The research and discussion of party committee of the Company is the precondition procedure for the decision-making of the management layer of the board of directors. The major business and management matters must be studied and discussed by the party committee and then decided by the board of directors or the management layer.

Article 44 The Party committee of the Company shall adhere to the principle of collective leadership, democratic concentration, individual deliberation and meeting decisions. Major matters shall be fully negotiated and scientific decision-making, democratic decision-making and legal decision-making shall be implemented.

Article 45 The Company shall provide necessary conditions for the activities of the Party organization and guarantee the working funds of the Party organization.

Article 46 The Company's employees shall, in accordance with laws, organize a labor union and carry out labor union activities to safeguard the legitimate rights and interests of employees. The Company shall provide the labor union with conditions necessary for conducting its activities.

Article 47 With respect to discussion and decision of the issues concerning interests of the employees such as welfare, safety in production and labor protection as well as labor insurance, the Company shall listen to the opinions of the labor union of the Company and the employees in advance, and representatives of the labor union or representatives of the employees shall be invited to attend relevant meetings.

Chapter VIII Dissolution and Liquidation

Article 48 The Company may be dissolved in any one of the following situations:

- (I) The operating period stipulated by the Articles of Association of the Company expires or any other cause of dissolution stipulated by the Articles of Association of the Company occurs;
- (II) The shareholders determine to dissolve the Company;
- (III) The Company needs to be dissolved due to merger or division;
- (IV) The business license of the Company is withdrawn in accordance with the law, or the Company is ordered to be closed or cancelled;
- (V) The Company is unable to continue its business due to force majeure; or
- (VI) Declared bankruptcy.

Article 49 If the Company is dissolved in accordance with the provisions of the preceding articles (I), (II) and (V), it shall establish a liquidation group and conduct liquidation according to laws; after the liquidation of the Company is finished, the liquidation group shall prepare a liquidation report. Such a report shall be submitted to the shareholders for approval. If the Company

is dissolved in accordance with the provisions of the preceding articles (IV) and (VI), a liquidation group shall be organized and established by relevant authorities and people's court in accordance with relevant laws and regulations to conduct liquidation.

Chapter IX Modification to Articles of Association

Article 50 The Company may amend the Articles of Association on the basis of relevant laws and regulations and according to the requirements.

Article 51 Any amendment to the Articles of Association shall be proposed by the board of directors and submitted to the shareholders for approval.

Article 52 The supplementary decisions and detailed rules made by Company's shareholders on the relevant provisions of the Articles of Association shall be deemed as an integral part of the Articles of Association.

Chapter X Supplementary Provisions

Article 53 Other items not listed in the Articles of Association shall be implemented in accordance with relevant national laws and regulations.

Article 54 The Articles of Association shall be interpreted by Company's shareholders. As for the registration items of the Company, those registered with the registration authority shall prevail.

January 13, 2021

公 证 书

(2021)鲁济南齐鲁证外字第 23919 号

申请人：山东省路桥集团有限公司，登记注册地址：山东省济南市历下区经十路 14677 号。

法定代表人：张保同，男，一九六七年六月七日出生，公民身份号码：370104196706073319。

公证事项：公司章程

兹证明山东省路桥集团有限公司提供的《山东省路桥集团有限公司章程》的原件与前面的复印件相符，原件属实。前面复印件所附的英文译本内容与中文原本内容相符。

中华人民共和国山东省济南市齐鲁公证处

公证员

修若伦



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NOTARIAL CERTIFICATE

(2021) Lu Jinan Qilu Zheng Wai Zi No.23919

Applicant: Shandong Luqiao Group Co., Ltd., Registered
Address: No.14677, Jingshi Road, Lixia District, Jinan City,
Shandong Province.

Legal Representative: Zhang Baotong, male, born on June 7,
1967, Citizen Identity No.370104196706073319.

Issue under notarization: articles of association

This is to certify that the original document of Articles of
Association of Shandong Luqiao Group Co., Ltd. supplied by
Shandong Luqiao Group Co., Ltd. conforms to the foregoing
photocopy, that the original document is authentic, and that the
attached English translation of the foregoing photocopy conforms to
the original document in Chinese.

Qilu Notary Public Office

Jinan City, Shandong Province

The People's Republic of China

Notary Public: Xiu Ruolun

September 10, 2021

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