

*This English version is for reference only. If there is any discrepancy between the English and Chinese version, the Chinese version shall prevail.*

## **RULES OF PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS OF COSCO SHIPPING HOLDINGS CO., LTD.**

(Approved by the 2024 Annual General Meeting of the Company)

### **CHAPTER 1 GENERAL PROVISIONS**

- Article 1** In order to protect the legitimate interests of COSCO SHIPPING Holdings Co., Ltd. (the “Company”) and its shareholders, to specify the duties and limits on powers of the general meetings, to ensure the proper, efficient and smooth operation of general meetings and to ensure the general meetings exercise their functions and powers legally, these rules of procedures are formulated in accordance with laws and regulations such as the “Company Law of the People’s Republic of China” (the “Company Law”), “Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas”, “Standards for the Governance of Listed Companies”, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and other provisions of relevant governing laws, rules and regulations of China and abroad together with provisions of the articles of association of COSCO SHIPPING Holdings Co., Ltd. (the “Articles of Association”). Should there be any inconsistency or conflict between these rules of procedures and any applicable laws, regulations or listing rules, the applicable laws, regulations and listing rules shall prevail.
- Article 2** These Rules of Procedures apply to the general meetings of the Company and shall be binding on the Company, all the shareholders or their authorized proxy (“shareholder proxy”), directors of the Company and senior management personnel and other relevant personnel present at the general meeting.
- Article 3** All ordinary shareholders whose names appear on the register on the date of registration of equity interests are entitled to personally or authorize a proxy of the shareholders to attend a general meeting, and shall have various rights including the right to be informed of the Company’s affairs, the right to speak, the right to raise questions and the right to vote pursuant to law and these Rules of Procedures.
- Article 4** The board of the Company shall strictly comply with the provisions of the relevant laws, regulations and the Articles of Association regarding the convening of general meetings when organizing the general meetings. The directors of the Company shall not obstruct the lawful exercise of powers by a general meeting.
- Article 5** The Company shall maximize the attendance of shareholders at any general meeting by whatever means including the use of modern communication channels to the full extent, on condition that the general meeting shall be held legally and validly. Selection of time and place for any general meeting shall allow as many shareholders as possible to be present at the meeting.

## CHAPTER 2 SYSTEM OF SHAREHOLDERS' GENERAL MEETINGS

**Article 6** Shareholders and their proxies or representatives attending a general meeting shall comply with the provisions of the relevant laws, regulations, the Articles of Association, applicable listing rules and these Rules of Procedures, and shall take initiatives to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.

**Article 7** The general meeting is classified into annual general meetings and extraordinary general meetings.

**Article 8** All shareholders are entitled to attend the annual general meetings and extraordinary general meetings.

Holders of different classes of shares are class shareholders. Holders of domestic shares ("holders of A shares") and holders of H shares are deemed to be shareholders of different classes, and holders of H shares shall be deemed to be the same class shareholders.

In the circumstances specified in the Articles of Association or the listing rules, the Company shall convene a class meeting. The class meeting shall be attended by shareholders of corresponding classes.

**Article 9** Annual general meetings shall be held by the board once every year and convened within six months from the end of the previous financial year.

**Article 10** Under any of the following circumstances, the board shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:

- (1) The number of directors is less than five;
- (2) The unrecovered losses of the Company amount to one-third of the total amount of its share capital;
- (3) Shareholder(s) individually or in aggregate holding more than 10% of the Company's issued and outstanding shares carrying voting rights request(s);
- (4) It is deemed necessary by the board or proposed by the audit committee;
- (5) It is proposed by a majority of independent directors;
- (6) Any other circumstance so specified by the Articles of Association or relevant laws and regulations occurs.

The amount(s) of shareholding mentioned in (3) above is calculated as at the day when the shareholder(s) in question make(s) the request(s) in writing.

- Article 11** If the Company is unable to convene an annual general meeting within six months from the end of the previous fiscal year, or if it is unable to convene an extraordinary general meeting under the circumstances that would warrant such a meeting under Article 10 of these Rules of Procedure, the Company shall report to the corresponding branch of the China Securities Regulatory Commission branch in which the Company is located and the stock exchanges where the Company's shares are listed, stating the reasons thereof and making a public announcement.
- Article 12** The general meetings convened in each year, except for annual general meetings, shall be extraordinary general meetings, which shall be sequenced on the basis of the year of convening.
- Article 13** To vary or abrogate the rights of the class shareholders, the Company must approve it by a special resolution in a general meeting and it must also be approved by the affected holders of shares of that class at a separate meeting in accordance with the Articles of Association. Voting may be taken in such ways as permitted by laws at a general meeting when necessary. Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the variation or abrogation of the rights of class shareholders, approval of the general meeting or class meeting shall not be required.
- Article 14** The board, independent directors, shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with laws, administrative regulations or provisions of the CSRC may publicly collect voting rights from shareholders. The voting rights shall be collected without any consideration, and voting rights collected at a consideration are void. The person who collects voting rights shall fully disclose relevant information to the person whose voting rights are collected.
- Article 15** The board of the Company shall strictly comply with the provisions of the Company Law and other relevant laws and regulations regarding convening general meetings to organize the general meetings in good faith and on time. All the directors of the Company shall bear obligations of good faith toward the normal proceeding of the general meeting, and shall not obstruct the lawful exercise of powers by the general meeting. Directors present at the meeting shall faithfully perform their duties, guarantee that the contents of the resolutions are true, accurate and complete, and shall not use statements that are likely to lead to ambiguities.
- Article 16** The affairs management department of the Company's board of directors is responsible for preparing and organising the holding of the general meetings under the guidance of the secretary to the board.
- Article 17** The convening of the general meetings shall conform to the principle of simplicity, and no additional benefits shall be granted to the shareholders (or shareholders' representatives) attending the meeting.

**Article 18** The chairman of a general meeting may require any of the following persons to leave the meeting:

- (1) any person who is not qualified to be present at the meeting;
- (2) any person who causes disorder at the meeting;
- (3) any person who is dressed improperly or immorally;
- (4) any person who carries dangerous objects.

If any of the aforesaid persons disobey an order of retirement, the chairman may take necessary action to enforce the retirement from the general meeting.

**Article 19** The Company shall engage a lawyer to attend the general meeting in accordance with the applicable law. The lawyer shall provide a legal opinion and publish an announcement on the following issues:

- (1) whether the convocation and procedures for convening the meeting comply with the requirements of relevant laws, regulations, the Articles of Association and these Rules of Procedures;
- (2) whether the attendees and convenor are eligible to attend the meeting;
- (3) whether the voting procedures and results of the meeting are valid;
- (4) issuing legal opinions on other matters upon request by the Company.

The board of the Company may also engage a notary to attend the general meeting.

### **CHAPTER 3 FUNCTIONS AND POWERS OF THE SHAREHOLDERS' GENERAL MEETINGS**

**Article 20** The powers exercisable by a general meeting are as follows:

- (1) to elect and replace directors and to decide on matters relating to the remuneration of directors;
- (2) to examine and approve the reports of the board;
- (3) to examine and approve the Company's profit distribution proposals and loss recovery proposals;
- (4) to resolve on the proposals for increase or reduction of the Company's registered capital;
- (5) to resolve on the proposals for merger, demerger, dissolution and liquidation of the Company or amendment to the form of the Company;

- (6) to resolve on the proposal for issue of the Company's debt securities;
- (7) to resolve on the proposal for appointment or removal of the Company's accounting firm which undertakes the audit engagements of the Company;
- (8) to amend the Articles of Association;
- (9) to resolve on the Company's external guarantees which shall be approved by a general meeting as provided by relevant laws, regulations and the Articles of Association;
- (10) to consider the purchase or sale of significant assets by the Company within 12 consecutive months in excess of 30% of the latest audited total assets of the Company;
- (11) to review the share option incentive plan and the employee share ownership plan;
- (12) to review and approve changes to fund raised;
- (13) to resolve on other matters which, in accordance with the relevant laws, regulations, the listing rule of the stock exchange(s) on which the Company's shares are listed and Articles of Association, must be approved by a general meeting.

The general meeting may authorize the board of directors to resolve on the issuance of corporate bonds and authorized or entrusted by it. A general meeting shall exercise its powers within the scope stipulated by the Company Law and the Articles of Association and shall not interfere with the decisions of shareholders regarding their own rights.

**Article 21** Any external guarantee of the Company under any of the following circumstances shall be approved by the general meeting after being considered and passed by the board of directors:

- (1) any provision of guarantee, where the total amount of external guarantees provided by the Company or its controlled subsidiaries exceeds 50% of the latest audited net assets;
- (2) provision of guarantee to anyone whose liability-asset ratio exceeds 70%;
- (3) provision of a single guarantee whose amount exceeds 10% of the latest audited net assets;

- (4) provision of guarantee to shareholders, actual controllers and their related parties;
- (5) any external guarantees of the Company and its controlled subsidiaries, the total amount of which exceeds 30% of latest audited total assets of the Company;
- (6) the accumulated amount of guarantee provided to others by the Company and its controlled subsidiaries within 12 consecutive months exceeds 30% of the latest audited total assets of the Company;
- (7) other matters that shall be approved by the general meeting as stipulated by laws and regulations, the Listing Rules and the Articles of Association.

Any director, senior management personnel who commit any act in violation of the laws, regulations or the Articles of Association concerning the examination and approval authority and rules of procedures on external guarantees, thus causing losses to the Company, shall be liable for compensation, and the Company may bring a lawsuit against them according to law.

**Article 22** Matters which, in accordance with the provisions of the relevant laws, regulations and the Articles of Association, are required to be approved by the general meeting must only be considered at such meetings so as to protect the decision-making power of the shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board to decide, within the scope of authorization granted by the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

**Article 23** With regard to an authorization granted by a general meeting to the board, if the matter is within the scope of the ordinary resolution, it shall be passed by votes representing more than half of the voting rights held by the shareholders (including their proxies) present at the general meeting; and if it is within the scope of the special resolution, it shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the general meeting. The contents of the authorization shall be clear and specific.

**Article 24** Authorization to be granted by a general meeting to the board shall be granted in accordance with the following principles:

- (1) to focus on the operation and development of the Company, to make good use of market opportunities and to ensure smooth and efficient operation of the Company;
- (2) to be flexible and pragmatic, to avoid excessive and cumbersome formalities on the condition that it is not against the Articles of Association, and to ensure the decision of the Company is made in a timely manner;
- (3) not to harm the interests of the Company and shareholders as a whole, especially the legal interests of minority shareholders.

**Article 25** For the purposes of ensuring a prudent investment policy for the Company and enhancing the efficiency of its daily operations, the Company's transactions shall be subject to approval by the board if such transaction is required to be disclosed under the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and by the general meeting if such transaction is required to be approved by the general meeting under the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Rules Governing the Listing of Stocks on the Shanghai Stock Exchange.

#### **CHAPTER 4 MOTIONS IN THE SHAREHOLDERS' GENERAL MEETING**

**Article 26** Motions in a general meeting refers to specific motions regarding issues which shall be discussed in a general meeting, and general meetings shall resolve on specific motions.

Motions in a general meeting shall meet the following requirements:

- (1) contents of motions shall comply with the laws, administrative regulations and the Articles of Association and shall fall within the scope of terms of reference of a general meeting;
- (2) motions shall cover a specific subject with specific issues to be resolved;
- (3) motions shall be submitted or delivered to the convenor in written form.

**Article 27** Before the issuance of a notice regarding the convening of a general meeting, the secretary to the board of directors may collect motions from shareholder(s), members of the audit committee and independent directors holding individually more than 1% of the Company's voting shares and submit the same to the board of directors for examination and approval and subsequently submit the same as motions to the general meeting for consideration.

**Article 28** The proposals of the general meeting shall generally be raised by the board of directors.

**Article 29** Where an extraordinary general meeting is proposed by a majority of independent directors, they shall be responsible for proposing a motion to this effect. In the event the board of directors dissents from convening the extraordinary general meeting, it shall state the reasons thereof and make a public announcement.



**Article 30** The board of directors, the audit committee and the shareholders of the Company individually or jointly holding more than 1% of the total voting shares of the Company may propose provisional motions in a general meeting.

The shareholders alone or in aggregate holding 1% or more of the Company shares may propose provisional motions, which shall be submitted or delivered to the convenor in written form 10 days prior to the date of the general meeting; within 2 days after the receipt of the motions, the convenor shall issue supplementary notice of the general meeting to announce the contents of the provisional motions, which shall be submitted to the general meeting for consideration, except for those that violate the laws, administrative regulations or these Rules of Procedures, or fall outside the scope of terms of reference of a general meeting.

In addition to the provisions of the preceding paragraph, the convenor shall not, after issuing the notice of the general meeting, modify the motions already specified in the notice of the general meeting or add new motions.

The motions that are not specified in the notice of the general meeting or do not conform to the provisions of the Article 26 of this rules of procedures shall not be voted on at that general meeting.

**Article 31** If the general meeting is proposed by the audit committee, the audit committee shall be responsible for raising the proposals.

**Article 32** In the event that shareholders individually or in aggregate holding more than 10% of the Company's voting shares propose the general meeting, the proposing shareholders shall be responsible for raising the proposals regardless of whether the meeting is convened by the board of directors.

**Article 33** The annual general meetings shall at least consider the following agenda:

- (1) consider the work report of the board;
- (2) consider the audited final financial account plan of the Company for the previous year;
- (3) consider the Company's plans on profit distribution for the previous year;
- (4) appointment or removal of the accounting firm which undertakes the audit engagements of the Company.

**Article 34** Where the audit committee and shareholder(s) individually or in aggregate holding 10% or more of the Company's voting shares propose to convene an extraordinary general meeting or a class meeting, the shareholder(s) shall sign one or more written request(s) in identical form requiring the board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting, and at the same time submit motions complying with the requirements of these rules of procedures to the board.



**Article 35** Motions in a general meeting regarding the following shall be deemed to be a variation or abrogation of the rights of certain class shareholder and the board shall submit the same to a class meeting for review:

- (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;
- (3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;
- (4) to reduce or cancel rights attached to the shares of such class to preferentially receive dividends or to receive distributions of assets in a liquidation of the Company;
- (5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to the shares of such class;
- (6) to cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of such class;
- (7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (8) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions;
- (9) to issue rights to subscribe for, or to convert into, shares of such class or another class;
- (10) to increase the rights and privileges of the shares of another class;
- (11) to restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;
- (12) to amend or abrogate the provisions of Chapter 8 of the Articles of Association “Special Procedures for Voting by a Class of Shareholders”.

**Article 36** Resolutions in relation to investment, disposal of assets, acquisition and merger shall be proposed with sufficient details, including the amount involved, consideration (or basis of calculation thereof), book value of assets, impact on the Company, status of approval and whether connected transactions are involved. The board shall announce the results of assets valuation, results of audit or independent financial report at least 10 business days prior to the date on which the general meeting is to be held, if the conduct of asset valuation, audit or the preparation of independent financial reports are required in accordance with the applicable regulations.

**Article 37** For a matter related to issuance of new shares and convertible bonds which are subject to registration or filing with the regulatory securities authority of the State Council, it shall be proposed as a specific motion.

**Article 38** The board, after approving an annual report, shall resolve on the proposal of profit distribution and make it a motion for annual general meetings. When the board makes a motion of capitalizing the capital reserve, it shall state the reason in detail and disclose it in an announcement.

The listed company shall accomplish the profit distribution and share capital increase within two months after the plan is considered and approved at the general meeting.

**Article 39** The list of nominations for directors is submitted by way of motion to be resolved by general meeting.

Shareholders individually or jointly holding more than 1% of the issued voting shares of the Company may make a motion of nominations for directors. Such motion shall be submitted to the board for review and announcement.

The proposer shall provide the board with the brief biographies, background information and relevant supporting materials of the nominees, which shall be reviewed by the board. Motions which comply with the relevant laws and regulations and the Company's Articles of Association shall be submitted to a general meeting for consideration. Motions which are not in compliance with the aforesaid requirement and which are not submitted to a general meeting for consideration shall be explained at the general meeting.

## CHAPTER 5 NOTICE OF THE SHAREHOLDERS' GENERAL MEETING

**Article 40** The notice of a general meeting shall be issued by the convener, which can be the board of directors, the audit committee or shareholder(s) who individually or jointly holds or hold more than 10% of the total number of the Company's voting shares for over ninety days consecutively.

**Article 41** Where the Company convenes an annual general meeting, a notice of the meeting shall be given twenty days prior to the date of the meeting, and where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given fifteen days prior to the date of the meeting to notify all the shareholders recorded in the register of shareholders of the agenda to be considered at the meeting, and the time and venue of the meeting. The date of the meeting shall not be counted for the purpose of determining the commencement date of such period.

When the Company convenes a class meeting, the notice period and method of notice shall comply with Article 105 of the Company's articles of association.

The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) in the manner prescribed in Article 74 of the Articles of Association.

**Article 42** The notice of a class meeting shall be delivered only to shareholders entitled to vote at such meeting.

**Article 43** The notice of a general meeting shall meet the following requirements:

- (1) be in written form;
- (2) specifying the venue, date and time of the meeting;
- (3) stating matters to be discussed at the meeting, and providing full and complete disclosure of the particulars of all proposals.
- (4) providing shareholders with such information and explanation as necessary to enable them to make reasonable judgments on issues to be discussed. Such principle includes (but is not limited to) where a proposal is made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or to undertake any other reorganization, and detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;
- (5) containing a disclosure of the nature and extent of the material interests of any director and senior management in relation to the issue to be discussed. Where the effect of the issue to be discussed on any director and senior management to the board in their capacity as shareholders is different from the effect on other class shareholders, the difference shall be clearly explained;

- (6) containing the full text of any special resolution to be proposed at the meeting;
- (7) containing a clear statement that all ordinary shareholders are entitled to attend general meetings and a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder;
- (8) specifying the date of registration of equity interests of the shareholders entitled to attend the general meeting;
- (9) specifying the time and place at which the proxy form for voting at the meeting shall be delivered;
- (10) name(s) and telephone number(s) of the permanent contact person(s) of meeting affairs (when necessary);
- (11) voting time and procedures on the internet or by other means.

**Article 44** The board, after receiving a proposal in writing from the audit committee about holding the general meeting which meets all requirements, shall in accordance with the laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting or a class meeting within ten days. In case the board agrees to convene an extraordinary general meeting or a class meeting, the board of directors shall issue a notice calling for an extraordinary general meeting or a class meeting within five days since the relevant board resolution. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party. In case the board of directors disagrees with the audit committee on convening an extraordinary general meeting or a class meeting, or it does not give any feedback within ten days after receiving the proposal, the action shall be deemed as incapable of performing or not performing its duty to convene a general meeting. Under these circumstances, the audit committee may convene and chair the general meeting at its discretion. Procedures of convening the meeting shall to the greatest possible extent be the same as that of convening the general meeting.

**Article 45** Independent directors are entitled to propose to the board to convene an extraordinary general meeting with the approval of a majority of all independent directors. After receiving a motion in writing from an independent director, the board shall in accordance with the laws, administrative regulations and this Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting or a class meeting within ten days. In case the board agrees to convene an extraordinary general meeting or a class meeting, the board of directors shall issue a notice calling for an extraordinary general meeting or a class meeting within five days since the relevant board resolution. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party. Where the board of directors objects to convening an extraordinary general meeting or a class meeting, it shall explain the reasons thereof and make a public announcement.

**Article 46** Where the board accepts a written request for convening interim general meeting conforming to the requirements from shareholders individually or jointly holding more than 10% of the Company's voting shares, it shall in accordance with laws, administrative regulations and these Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting or a class meeting issue a notice convening the general meeting within ten days. In case the board agrees to convene an extraordinary general meeting or a class meeting, the board of directors shall issue a notice calling for an extraordinary general meeting or a class meeting within five days since the relevant board resolution. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party.

**Article 47** Where the board objects to the proposal made by the shareholders to convene a general meeting, upon receipt of a written request of convening a general meeting from shareholders individually or jointly holding more than 10% of the Company's voting shares, or if no response is received within ten days of receipt of the request, the shareholders shall make such proposal to the audit committee in writing to convene a general meeting.

Where the audit committee consents to the convening of the general meeting, it shall, within five days after the receipt of the proposal, issue a notice convening the general meeting. In case changes are made to the original proposal, agreement on the changes shall be sought from the original proposing party. Where the audit committee fails to issue a notice convening the general meeting within the stipulated time limit, it shall be deemed as failure of the audit committee to convene or preside over the general meeting, the shareholder(s) who individually or jointly holds or hold more than 10% shares in the Company for over ninety days may convene or preside over such meeting at his/their own discretion. Procedures of convening the meeting shall to the greatest possible extent be the same as that of convening the general meeting.

Where the proposing shareholders decide to convene such a meeting by themselves, they shall issue a notice convening the extraordinary general meeting, which shall comply with general requirements for notices of meetings and shall also meet the following requirements:

- (1) new contents shall not be added to a motion, otherwise the proposing shareholders must resubmit the request to convene a general meeting to the board;
- (2) the meeting shall be held at the address of the Company.

Where the audit committee or the shareholders convocate and convene the general meeting at their own discretion as stipulated in Article 44 and Article 47 of these Rules of Procedures, they shall issue a written notice to the board of directors and file the record with the relevant competent authorities in accordance with appropriate provisions. The board of directors and the secretary to the board shall render assistance to the meeting, and the board of directors shall provide the roster of shareholders on the date of registration of equity interests, and the necessary expenses incurred in connection with the meeting shall be borne by the Company and may be deducted from the sums owed by the Company to the negligent directors.

**Article 48** After a notice convening the general meeting is issued by the convener, the general meeting shall not be convened before the date announced, nor shall it postponed or cancelled with no reason. Resolutions as disclosed in the notice of the general meeting shall not be cancelled with no reason. If, for any special reason, the Company must delay or cancel the general meeting or cancel the resolutions, the convener shall publish an announcement at least two working days prior to the original date of general meeting. The convener shall explain in the announcement the reason for postponement or cancellation of the general meetings or cancellation of resolutions and announce the new convening date.

**Article 49** In the event of any postponement of a general meeting by a Company, the record date, as set out in the original notice, of the shareholders who are entitled to attend the general meeting, shall not be changed.

**Article 50** The Company shall, within the time as required by the listing rules of stock exchanges on which the Company are listed, publish all the meeting information of the general meeting on the website of the stock exchanges.

## **CHAPTER 6 REGISTRATION FOR THE SHAREHOLDERS' GENERAL MEETING**

**Article 51** Shareholder may attend the general meeting in person or appoint a proxy to attend and vote on his behalf.

**Article 52** The Company shall be responsible for preparing an attendance register to be signed by those attending the general meeting. The attendance register shall state the names (and/or names of the corporations), the number of voting shares held or represented, names of the principal (or names of the corporations) and so on.

**Article 53** The shareholders shall appoint proxies in written form, and the proxy form shall specify the following contents:

- (1) the name of the principal, and the class and quantity of shares of the Company held;
- (2) the name of the proxy;
- (3) Specific instructions from the shareholder, including direction(s) to vote for, against or abstain on each and every issue included in the agenda of the general meeting;
- (4) the date of issue and validity period of the proxy form;
- (5) the signatures (or seals) of the principal. Where the principal is a corporate shareholder, the proxy form shall bear its corporate seal. Where a shareholder appoints more than one proxy to attend and vote on his behalf, he shall specify the number of shares represented by each proxy in the proxy form.

**Article 54** Where the proxy form is signed by a person authorized by the principal, the power of attorney or other letter of authorization stating the authorization shall be notarized. The notarized power of attorney or other letter of authorization shall be lodged at the Company's premises or such other venue as specified in the notice convening the meeting together with the voting proxy form.

**Article 55** The shareholders and/or the shareholder proxies shall make registrations when attending the general meeting. The shareholders and/or shareholder proxies shall, respectively, furnish the following documents, vouchers and certificates (or photocopies thereof) when making registrations for the meeting:

- (1) natural person shareholder: where a natural person shareholder attends the general meeting in person, he/she shall produce his/her identification card or other valid document or proof of identity; where a natural person shareholder is represented by a shareholder proxy at the general meeting, the shareholder proxy shall produce his/her valid identification document and the shareholder's proxy form.
- (2) corporate shareholder: where a corporate shareholder is represented by its legal representative at the general meeting, the legal representative shall produce his/her identification card and valid proof of his/her capacity as the legal representative; where a corporate shareholder is represented by a shareholder proxy other than its legal representative, the shareholder proxy shall produce his/her identification card and the proxy form issued by the legal representative of the corporate shareholder in accordance with the laws.

**Article 56** The eligibility of an attendee of the general meeting shall be deemed invalid if the evidence produced involves one of the following conditions:

- (1) the identification card of principal or attendee of the general meeting is found to be forged or expired or has been altered or does not comply with the residential identification card regulation;
- (2) the information on the identification card produced by the principal or attendee of the general meeting is illegible;
- (3) where multiple proxies shall have been appointed by the shareholder with more than two instrument of authorization and the combined representing shares exceed the shares held by the shareholder;
- (4) the signature on the instrument of authorization faxed in for registration and that on the original copy of instrument of authorization produced when attending the general meeting are inconsistent;
- (5) lack of signature or seal on the instrument of authorization;
- (6) the relevant evidence produced by the principal or his proxy attending the general meeting contravenes the relevant provisions of laws, regulations, Articles of Association and these Rules of Procedures.



**Article 57** Where the principal or his shareholder proxy is ineligible for attending the general meeting as a result of irregularities of the principal's authorization or the fact that documents evidencing the legitimate identity of the principal or the authorization do not comply with the laws, regulations, the Articles of Association and these Rules of Procedures, the legal consequences so arising shall be borne by the principal or his shareholder proxy.

**Article 58** The board and any other convenor shall take necessary measures to ensure the solemnity and proper order of the general meeting. The Company shall have the right to reject persons, other than shareholders (or shareholder proxies), directors, **senior management personnel, lawyer(s) engaged** and persons invited by the board, to enter the meeting venue **to ensure the solemnity and proper order of the general meeting**. The Company shall take actions to stop anyone from provoking a quarrel, making trouble or infringing the lawful interests of other shareholders and refer the case to relevant authorities for settlement in time.

## **CHAPTER 7 REGISTRATION FOR THE SHAREHOLDERS' GENERAL MEETING**

**Article 59** The general meeting shall be convened by the chairman of the board of directors, and the chairman of the board shall preside over and act as the chairman of the meetings. If the chairman is unable to attend the meeting for any reason, the deputy chairman shall act as the chairman of the meetings. In the event that the chairman and the deputy chairman are both unable to attend the meeting, a director shall be elected by a majority of directors to preside over and act as the chairman of the meeting.

The general meeting convened by the audit committee shall be chaired by the convenor of the audit committee. In case the convenor of the audit committee fails to or does not perform her/his duty, a member of the audit committee shall be elected by a majority of the members of the audit committee to chair such meeting.

The general meetings convened by the shareholder(s) who individually or jointly holds or hold more than 10% shares in the Company for over ninety days shall be chaired by the convenor or a representative elected by the convener. If no chairman is appointed by any reason, shareholders present shall choose one person to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote therein shall be the chairman of the meeting.

When a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it difficult for the general meeting to continue, subject to the approval of more than half of the shareholders having the voting rights who are present at the general meeting, a person may be elected at the general meeting to act as the chairman of the meeting.

- Article 60** The Company shall hold general meeting in the Company's domicile or the place specified in the Articles of Association.
- General meeting should be set up at a venue and should be held by way of a physical meeting, and through online or other methods which are safe, economical and convenient in accordance with laws, administrative regulations, or provisions of the CSRC or the Articles of Association, for the convenience of other shareholders.
- Article 61** The voting time and the voting procedures of online voting or other voting methods should be clearly stated in the notice of the general meeting.
- The commencement time for online voting or other voting method for the general meeting should not be earlier than 3:00 p.m. on the day before the general meeting and should not be later than 9:30 a.m. on the day of the convening of the general meeting and it should not end earlier than 3:00 p.m. on the day of the conclusion of the general meeting.
- Article 62** The Company's controlling shareholders or actual controller shall not restrict or obstruct small and medium investors from legally exercising voting right or prejudice legitimate rights and interests of small and medium investors.
- Article 63** For an extraordinary general meeting separately convened by shareholders individually or in aggregate holding more than 10% of the total number of the Company's voting shares for over ninety days, the shareholders may engage a notary to provide advice at the meeting and the charge shall be borne by such shareholders. The secretary to the board shall perform his duties practically and other convening procedures shall be in compliance with relevant provisions of the Articles of Association.
- Article 64** The chairman of the meeting shall declare the commencement of the meeting at the appointed time, but the meeting may be declared to have commenced after the appointed time if any of the circumstances arises:
- (1) equipment failure in the venue affecting the normal proceeding of the meeting;
  - (2) other material matter affecting the normal proceeding of the meeting.
- Article 65** After announcing the formal commencement of the meeting, the chairman of the meeting shall announce the meeting agenda stated in the notice, and inquire whether the people who are present at the meeting have objections over the sequence of voting on motions.

- Article 66** The chairman of the meeting shall read or appoint another person to read the motions after enquiring the agenda of the general meeting and explain the motion when necessary:
- (1) where the party proposing the motion is the board, chairman of the board, or other persons entrusted by the chairman shall make explanation on the motion;
  - (2) where the party proposing the motion is the audit committee or shareholders individually or in aggregate holding more than 1% of the Company's voting shares, the proposing party or its legal representative or a legal and valid proxy shall make explanations on the motion.
- Article 67** For items included in the agenda of the meeting, the chairman of the meeting may, by reference to the actual situation, adopt an approach of general reporting first, followed by considering and voting on each item, or singling out more complicated items for reporting and then considering and voting on each of them.
- Article 68** Pursuant to the relevant laws and regulations, the Articles of Association or other system of the Company, independent directors shall express their opinions on matters requiring their views. Independent directors shall submit their yearly work reports at the annual general meetings and make a statement on their fulfillment of duties.
- Article 69** Where a certified public accountant includes explanatory statements, qualified opinion, disclaimer of opinion or adverse opinion on the financial statement of the Company in its audit report, the board shall make an explanation to the general meeting for relevant issues which led the accountant to express the aforesaid opinions and the effect on the financial and operating condition of the Company. Where such issues have direct impact on the profit for the current accounting period, the board shall determine the plans on profit distribution or shareholder reserve funds on a "whichever-is-lower" basis.
- Article 70** Motions to be included in the agenda of a general meeting shall be reviewed before voting, and reasonable questioning and discussion time shall be granted for each motion by the general meeting. The chairman shall solicit orally from the shareholders present whether the review is completed, and the review shall be deemed completed if no disagreements have been raised by the shareholders present.
- Article 71** No amendments shall be made to motions at a general meeting when motions are under consideration, or the relevant change shall otherwise be deemed as a new motion which may not be voted at such general meeting.
- Article 72** In the event that the shareholders are associated or materially interested in the matters to be considered at the general meeting, the shareholders shall abstain from voting and the voting shares held by the shareholders shall not be counted in the total number of voting shares represented at the general meeting.

When the general meeting considers matters that could materially affect the interest of small and medium investors, the votes by small and medium investors shall be counted separately in respect of A Shares, and the results of such separate vote counting shall be disclosed promptly.

Shares held by the Company have no voting rights and such shares shall not count in the total number of voting shares represented at the general meeting.

Where a shareholder buys the Company's voting shares in violation of the provisions of paragraphs 1 to 2 of Article 63 of the Securities Law, the voting rights attached to the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be included in the total number of shares with voting rights of the shareholders present at the general meeting.

The board of directors, independent directors, shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Other than the statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.

**Article 73** Any shareholder or shareholder proxy may request to make a statement at a general meeting. A statement at any general meeting may take a written or verbal form. Request for making a statement shall be subject to permission by the chairman of the meeting. The chairman of the meeting may arrange for statements to be made by reference to the progress of the meeting. In general, unless consented by the chairman of the meeting, each shareholder or shareholder proxy may not make more than two statements, and each statement may not exceed five minutes in principle. The shareholder requesting to make a statement shall not interrupt the speech of any speaker or the statements of other shareholders.

**Article 74** Only shareholders and proxies have the right to make a statement at a general meeting when motions are under consideration. Any of them wishing to make a statement shall raise his or her hand to seek the permission of the chairman.

**Article 75** Shareholders or shareholder proxies may inquire about or make suggestion to a resolution, except for trade secrets that cannot be publicized at the general meeting, the chairman of the meeting shall by himself or appoint any of the directors or other appropriate persons who are present at the meeting, to provide an answer or explanation in response to the inquiries.

The chairman of the meeting may refuse to answer any inquiries under any of the following circumstances provided that he shall state the reason:

- (1) the statement is irrelevant to the subject;
- (2) matters inquired about is subject to investigation;
- (3) trade secrets and/or undisclosed inside information of the Company are involved, which may not be disclosed at the general meeting;
- (4) answering the inquiry will significantly harm the common interests of shareholders;
- (5) other important reasons.

**Article 76** The general meetings shall resolve separately on each motion included in the agenda. Except where the general meetings are adjourned or unable to make a resolution due to force majeure and other special reasons, the general meetings shall not cause delay in voting on, or failure to vote on, any motion. Where different motions for the same issue are proposed at the general meetings, such motions shall be voted on and resolved in the order of time in which they are proposed.

**Article 77** Unless otherwise stipulated in the Articles of Association, applicable laws and regulations, and securities regulatory rules of the places where the Company's shares are listed, the chairman shall request the general meeting to vote on the motions by open ballot. Each shareholder or shareholder proxy shall exercise his voting right based on the number of voting shares represented by him. Except where the motions in respect of the election of directors are passed by way of cumulative voting according to the Articles of Association, each of the shares shall carry one vote.

**Article 78** Shareholders attending the general meeting shall express one of the following opinions on the motions put to the vote: for, against or abstain, except for the securities registration and settlement institutions which, being the nominee holders of shares subject to the Mainland-Hong Kong Stock Connect, and other shares, if any, shall make declarations according to the intentions of beneficial holders of such shares.

**Article 79** Resolutions in respect of the election of directors shall be passed by a way of cumulative voting at a general meeting in accordance with the Articles of Association. The main procedures of the cumulative voting system are as follows:

- (1) where the number of directors to be elected is more than two, the cumulative voting system must be adopted;

- (2) where cumulative voting system is adopted, each of the shares held by a shareholder shall carry the same number of votes as the number of directors to be elected;
- (3) the notice of a general meeting shall notify the shareholders that a cumulative voting system will be adopted for the election of directors. The convenors of the meeting shall prepare ballots suitable for cumulative voting, and shall give descriptions and explanations in writing regarding the cumulative voting system, the completion method of the ballots and the methods of counting the votes;
- (4) in casting his votes for the candidates of directors at a general meeting, a shareholder may exercise his voting rights by spreading his votes evenly and cast for each of the candidates of directors the number of votes corresponding to the number of shares he holds; or he may focus on one particular candidate of directors and cast for that candidate of directors the total number of votes carried by all of his shares; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares he holds;
- (5) upon the exercise of his voting rights by focusing all his votes on one or several of the candidates of directors, a shareholder shall not have any right to vote for any other candidates of directors;
- (6) where the total number of votes cast by a shareholder is in excess of all the votes held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast by a shareholder is less than all the votes held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder;
- (7) where the number of votes for a candidate of directors exceeds half of the total votes of the shareholders and/or the shareholder proxies present at the general meeting, the candidate shall be the elected director. If the number of the elected candidates of directors exceeds the total number of directors to be elected at a general meeting, those candidates who win the largest number of votes shall be elected as directors (however, if the elected directors whose votes are comparatively fewer win the same number of votes, and the election of such candidates as directors will give rise to the number of directors elected exceeding the number of directors to be elected, such candidates shall be deemed as having not been elected); if the number of directors elected at a general meeting falls short of the number of directors to be elected, a new round of voting shall be carried out for the purpose of filling such vacancies of directors, until all the directors to be elected are validly elected;

- (8) where a new round of voting is carried out in accordance with the provisions of paragraph (7) of this Article at the general meeting, the number of votes cast by the shareholders in the cumulative voting shall be re-counted in accordance with the number of directors to be elected in the new round of voting.

**Article 80** The motions on the review of the elections of the directors by the general meeting shall resolve separately on all the director candidates.

**Article 81** Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

(I) Ordinary resolutions

1. Ordinary resolutions shall be passed by votes exceeding a majority of voting rights represented by shareholders (including proxies) attending the general meeting.
2. The following issues shall be approved by ordinary resolutions at a general meeting:
  - (1) working reports of the board;
  - (2) profit distribution plans and loss recovery plans formulated by the board;
  - (3) appointment and replacement of the members of the board, their remuneration and the method of payment thereof;
  - (4) other issues, except for those required by laws, regulations or the Articles of Association to be passed by special resolutions; and
  - (5) other matters required by the listing rules of the stock exchanges on which the company is listed, excluding those required to be approved by special resolutions.

(II) Special resolutions

1. Special resolutions shall be passed by votes representing more than two-thirds of voting rights represented by shareholders (including proxies) attending the general meeting.
2. The following issues shall be approved by special resolutions at general meetings:
  - (1) increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities;



- (2) issue of debt securities of the Company;
- (3) demerger, spin-off, merger, dissolution and liquidation of the Company;
- (4) the purchase or sale of significant assets by the Company or the amount of guarantees within 12 consecutive months in excess of 30% of latest audited total assets of the Company;
- (5) amendments to the Articles of Association;
- (6) approval of share option incentive scheme;
- (7) any other issue confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions; and
- (8) other matters to be approved by special resolutions as required by the listing rules of the stock exchanges on which the company is listed, excluding those required.

**Article 82** Where issues specified in sub-paragraphs (2) to (8), (11) to (12) of the Article 35 of these Rules of Procedures are involved, the affected class shareholders, whether or not they are entitled to vote at general meetings originally, shall have the right to vote at class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings. “Interested shareholder(s)” as specified in the preceding paragraph refers to:

- (1) in the event of a repurchase of shares by the Company by way of a general offer to all shareholders of the Company or by way of public transactions on a stock exchange pursuant to the Articles of Association, an “interested shareholder” is a controlling shareholder within the meaning of Article 62 of the Articles of Association;
- (2) in the event of a repurchase of shares by the Company by an off-market agreement pursuant to the Articles of Association, an “interested shareholder” is a shareholder related to the agreement;
- (3) in the event of a reorganization of the Company, an “interested shareholder” is a shareholder who assumes a relatively less proportion of obligation than that of any other shareholder of that class or who has an interest different from that of any other shareholder of that class.

**Article 83** Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the class meeting who, in accordance with the provisions of the preceding article, are entitled to vote at the meeting.

Where any shareholder is obliged to abstain from voting on a motion at a class meeting or when any shareholder is restricted to vote in favour of or against a motion at a class meeting according to the listing rules of the stock exchanges on which the company is listed, any vote of such shareholder or its proxy which violates the relevant requirements or restrictions shall not be counted in the voting result.

Special voting procedures for class shareholders shall not apply in the following circumstance:

- (1) with the approval by special resolution at a general meeting, the Company issues and plans to issue, at one or more occasions, a total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas listed foreign shares in every 12 months;
- (2) the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is completed within 15 months from the date of approval of the regulatory securities authorities of the State Council.

**Article 84** When the matters relating to the connected transactions are being reviewed at a general meeting, the connected shareholders shall not participate in the voting, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. Announcement of the general meeting resolutions shall fully disclose the voting by the non-connected shareholders.

**Article 85** The shareholders (or shareholder proxies) shall carefully fill out the voting ballots as required. For ballots that are left blank, incorrectly filled out, illegible or not cast, the voter shall be deemed to have waived his voting rights, and the voting results of the number of shares held by him shall be counted as "waiver".

**Article 86** Only one method of voting can be chosen among on-site voting, online voting or other voting methods for the same right to vote. The first voting result shall prevail in the event of repeated voting on the same right to vote.

**Article 87** Before voting on any resolution at the general meeting, two shareholder representatives shall be elected to participate in the vote counting and scrutiny. Shareholders who are related to the matters to be considered and their proxies shall not participate in the vote counting and scrutiny.

When voting in respect of any resolution is conducted at the general meeting, the lawyers and shareholder representatives shall be jointly responsible for the vote counting and scrutiny, and the voting results shall be announced on the spot.

Shareholders of the Company or their proxies who cast their votes on the internet or by other means shall have the right to check their voting results through the corresponding voting system.

If the chairman of the meeting doubts the voting result, he may count the votes cast; if the votes are not counted by the chairman, the shareholders and shareholder proxies present at the meeting who dispute over the result announced by the chairman of the meeting shall have the right to request a vote count immediately after the announcement of the voting result, in which case the chairman of the meeting shall count the votes in a timely manner.

**Article 88** The Company shall announce the resolutions of the general meetings in accordance with applicable laws and the relevant provisions of the stock exchanges on which the shares in the Company are listed.

## **CHAPTER 8 CLOSING AND ADJOURNMENT OF THE MEETING**

**Article 89** The chairman of the meeting shall have the right to announce a temporary adjournment of the meeting based on the meeting arrangements and progress, and to announce the adjournment when he deems necessary to do so.

**Article 90** If, in the course of the meeting, any dispute is raised by the shareholders present at the meeting over matters such as the shareholders' identities and the counting result, which cannot be resolved on site and therefore results in meeting disorders or prevents continuation of the meeting, the chairman of the meeting shall announce a temporary adjournment of the meeting. Upon clearance of the aforementioned circumstances, the chairman of the meeting shall promptly notify the shareholders to resume the meeting.

**Article 91** The convener shall ensure that the general meeting continues until a final resolution is reached. Where the general meeting is adjourned or unable to make a resolution due to force majeure and other special reasons, thus affecting the normal proceeding of the meeting or the making of any resolution, the Company's board of directors shall take necessary measures to resume the general meeting or directly terminate the general meeting as soon as possible and report in a timely manner in which circumstance, the convener shall report the same to the local CSRC agencies and stock exchanges of the places where the Company is located.

**Article 92** The chairman of the meeting shall declare the meeting closed after all motions have been considered and approved at the general meeting.

**Article 93** The on-site general meeting shall end no earlier than the general meeting held online or through other means. The chairman of the meeting shall announce the voting status and results of each motion on the spot and announce whether the motion is approved based on the voting results.

Before the official announcement of the voting results, the Company, vote counters and scrutineers, shareholders, the online service provider and other relevant parties involved in on-site voting, online voting or other voting method are obliged to keep the voting status confidential.

## **CHAPTER 9 RESOLUTIONS AND MINUTES OF THE MEETING**

**Article 94** A general meeting shall pass resolutions for the motions which are listed in the agenda of the meeting.

**Article 95** Minutes of a general meeting shall be taken by the secretary to the board of directors. The minutes shall record the following information:

- (1) the number of shareholders and proxies present at the general meeting, the number of shares with voting rights held by them, their percentage to the total shares of the Company and the number of shares with voting rights held by A shareholders (including proxies) and H shareholders (including proxies) present at the general meeting, and the respective percentage of such shares in the total number of shares in the Company;
- (2) the time and venue of the meeting;
- (3) the name of the chairman of the meeting and names of directors and senior management officers present in a non-voting capacity;
- (4) the agenda of the meeting and name of convener;
- (5) the process of considering each motion, the summary of each attendee's opinion on motions;
- (6) the voting result of each issue voted on and votes of A shareholders and H shareholders on each resolution;
- (7) the inquiries and suggestions of shareholders and the corresponding answers or explanation;
- (8) If the votes are counted at the general meeting, the counting results shall be recorded into the minutes of the meeting;
- (9) the name of lawyer(s) and vote counters, scrutineer(s);
- (10) other issues that shall be recorded in the minutes in accordance with opinions of the general meeting and provisions of the Articles of Association.

**Article 96** Resolutions of a general meeting shall be signed by directors attending the meeting and the minutes recorder, while minutes of the meeting shall be signed by directors, secretary to the board of directors, convener or their representatives attending or present at the meeting and the person in charge (the chairman of the meeting), who shall ensure that the contents of the minutes are true, accurate and complete. The minutes together with the attendance register of the attending shareholders and the proxy forms of the attending proxies as well as valid information of votes through the internet or by other means shall be kept as the Company's record for a period of not less than ten years.

**Article 97** A resolution of the general meeting shall be invalid in the event that its contents violate the laws or administrative regulations.

The Company's controlling shareholders or actual controller shall not restrict or obstruct small and medium investors of the Company from legally exercising voting right or prejudice legitimate rights and interests of the Company and its small and medium investors.

Where the convening procedures or voting method of a general meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, a shareholder may apply to the people's court for revocation within 60 days from the passing of such resolution, however, except that there are only minor defects in the convening procedures or voting method of a general meeting, which do not materially affect the resolution.

Where the board of directors, shareholders and other relevant parties dispute the convenor's qualifications, the convening procedures, the legality of the content of the motions, the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling on revocation of a resolution, the relevant parties shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure timely execution of the resolution of the general meeting and normal operation of the Company.

Where the people's court makes a judgment or ruling on a relevant matter, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the enforcement of the judgment or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.

## **CHAPTER 10 DISCLOSURE OF INFORMATION**

**Article 98** The board of the Company shall strictly comply with the relevant laws, regulations and requirements of the stock exchange on which the Company's shares are listed and transacted in relation to the disclosure of the Company's information. It shall ensure that matters examined and/or resolutions passed at the general meeting are disclosed truly, accurately, thoroughly and in a timely manner.

**Article 99** The secretary to the board shall be responsible to submit the meeting minutes, resolutions and other relevant materials to the competent regulatory authorities and post announcements on the designated media in accordance with relevant laws and regulations and the requirement of the regulatory securities authority under the State Council and the stock exchanges on which the Company is listed.

**Article 100** The announcement of the resolutions of the general meeting shall specify (including without limitation) the number of shareholders (or shareholder proxies) present at the meeting, the total number of shares held (or proxy shares) and their proportion in the Company's total voting shares, the voting system and the voting results of each motion.

If a motion is not approved, or if the current general meeting amends the resolution of the previous general meeting, a special reminder shall be included in the announcement of the resolutions of the general meeting.

Announcements of the general meeting resolutions shall be published in the designated newspaper(s) and website(s). The Company shall disclose the information within the time limit and in the manner as provided for in laws and regulations and as required by the supervisory and regulatory authorities.

## **CHAPTER 11 SUPPLEMENTARY PROVISIONS**

**Article 101** These Rules of Procedures are an appendix to the Articles of Association prepared by the board.

**Article 102** These Rules of Procedures shall come into effect, together with the amended Articles of Association, upon approval of a general meeting by passing a special resolution.

**Article 103** Any amendment to these Rules of Procedures shall be submitted to the general meeting for approval by passing a special resolution.

**Article 104** The general meeting authorizes the board to interpret these Rules.

**Article 105** Where any matter is not covered by these Rules of Procedures or where these Rules of Procedures fail to comply with the relevant laws, regulations promulgated from time to time, and provisions of the Articles of Association, those relevant laws, regulations, and provisions of the Articles of Association shall prevail.

**Article 106** The phrases "more than" and "less than" herein for the numbers includes the numbers indicated themselves while "majority" and "exceed" excludes the numbers indicated themselves. The "working day" mentioned in these rules of procedures refers to the national legal working days and the trading days between the Shanghai Stock Exchange and the Hong Kong Stock Exchange. When the national legal working days is inconsistent with the trading days, the trading days shall prevail.