

SHANGHAI ELECTRIC GROUP COMPANY LIMITED

RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING

(Passed on June 28th, 2024)

CHAPTER 1 GENERAL PRINCIPLES

- Article 1** These Rules are formulated in accordance with the pertinent laws and regulations and normative documents, including the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), and the Articles of Association of Shanghai Electric Group Company Limited (hereinafter referred to as the "**Articles of Association**"), and by reference to the Rules for the General Meetings of Shareholders of Listed Companies promulgated by the China Securities Regulatory Commission (hereinafter referred to as "**Rules for Shareholders' General Meetings**") in order to safeguard the legal rights and interests of Shanghai Electric Group Company Limited (hereinafter referred to as the "**Company**") and the shareholders; specify the functions and powers of the shareholders' general meeting, and to ensure the regulated, efficient, and stable operation of the shareholders' general meeting and its exercise of functions and powers pursuant to law.
- Article 2** The shareholders' general meeting is an organ of power of the Company, and shall exercise its functions and powers in accordance with the relevant provisions of the Company Law and the Articles of Association.
- Article 3** The Company shall convene the shareholders' general meeting in strict accordance with the relevant provisions of the pertinent laws, administrative regulations, the Articles of Association and these Rules, and shall ensure that shareholders can exercise their rights pursuant to law.

Article 4

Shareholders' general meetings can be classified as annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once every year and shall be held within six months after the end of the preceding accounting year. The extraordinary general meetings shall be convened on an irregular basis. In the event that there are circumstances in which an extraordinary general meeting shall be convened under the Articles of Association, the extraordinary general meeting shall be convened within two months.

If the Company fails to convene the shareholders' general meeting during the abovementioned time limit, the Company shall give an account of the causes to the stock exchange on which the shares of the Company are listed (hereinafter referred to as the "**Stock Exchange**"), and shall make an announcement accordingly.

Article 5

If the Company convenes the shareholders' general meeting, the Company shall engage a lawyer to issue legal opinions on the following issues, and shall make an announcement:

- (1) whether the convening of the meeting and the convening procedure comply with the law, administrative regulations, these Rules and the Articles of Association;
- (2) whether the persons attending the meeting and the convenor are qualified and valid;
- (3) whether the voting procedure of the meeting and the results of the vote taken are legal and valid;
- (4) legal opinions issued on other related issues at the request of the Company.

Article 6

Any shareholder who lawfully and validly holds the shares in the Company shall have the right to attend, in person or by proxy, the shareholders' general meeting and shall enjoy various rights thereat according to law and these Rules, including the right to be informed, the right to speak, the right to question and the right to vote.

Shareholders and their authorized proxies attending the shareholders' general meeting shall comply with the relevant laws and regulations, the Articles of Association and these Rules to maintain the order of the meeting conscientiously, and shall not infringe the lawful interests of other shareholders.

Article 7 The secretary of the board of directors of the Company shall be responsible for carrying out all preparatory and organization work for convening the shareholders' general meetings.

Article 8 In convening shareholders' general meetings, the principle of frugality and simplicity shall be adhered to, and no additional benefit shall be given to shareholders (or shareholders' proxies) who attend the meeting.

CHAPTER 2 GENERAL PROVISIONS ON THE SHAREHOLDERS' GENERAL MEETING

Article 9 The general meeting shall be the power organ of the Company. It shall exercise powers and perform the following functions according to the laws:

- (1) to decide on the Company's operational policies and investment plans;
- (2) to elect and remove directors and supervisors who are not employee representatives and to decide on matters relating to the remuneration of directors and supervisors;
- (3) to consider and approve reports of the board of directors;
- (4) to consider and approve reports of the supervisory committee;
- (5) to consider and approve the Company's proposals for annual financial budget and final accounts;
- (6) to consider and approve the Company's plans for profit distribution and for making up losses;
- (7) to make resolutions on the increase or reduction of the Company's registered capital;
- (8) to make resolutions on matters relating to the merger, division, dissolution, liquidation and change in the corporate form of the Company;
- (9) to make resolutions on the issue of corporate bonds by the Company;
- (10) to make resolutions on the appointment, dismissal or non-renewal of the appointment of accounting firms by the Company;

- (11) to amend the Articles of Association;
- (12) to make resolutions on matters relating to any external guarantees which are required under the Articles of Association to be subject to the consideration and approval of the shareholders' general meeting;
- (13) deliberating on proposals put forward by shareholders representing 1% or more of the Company's voting shares;
- (14) to consider matters relating to any purchase or sale of substantial assets by the Company which take place within one year and exceed 30% of the latest audited total assets of the Company;
- (15) to consider, approve and alter the usage of the funds raised;
- (16) to consider equity incentive plan and employee stock ownership plan;
- (17) to consider any external investment which is beyond the current annual budget and exceeds 30% of the audited net assets of the Company in the previous year;
- (18) to consider any entrusted wealth management transaction with a total amount exceeding 10% of the latest audited total assets of the Company or 30% of the net assets of the Company;
- (19) to consider any asset mortgage created by the Company over any of its owned property, equipment or equity investment for the benefit of any financial institution or other institution with a total amount exceeding 10% of the latest audited total assets of the Company or 30% of the net assets of the Company;

- (20) other matters required by laws, administrative regulations and the Articles of Association to be resolved by the shareholders' general meetings;
- (21) the shareholders' general meeting may authorize or entrust the board of directors to perform its authorized or entrusted other matters (other than the above functions and powers), but the board of directors shall not be authorized to exercise the functions and powers to be exercised by the shareholders' general meeting as stipulated by law.

The shareholder's general meeting shall make resolutions on matters to be resolved by the shareholder's general meeting as prescribed by laws, administrative regulations and the Articles of Association so as to guarantee its decision-making power on such matters. Where necessary and reasonable, the shareholder's general meeting may authorize the board of directors to make decisions on specific matters relating to the resolutions which cannot be decided immediately at the shareholder's general meeting under the mandate granted at such meeting and the authorized matters shall be specific.

For any transaction of the Company (other than provision of guarantees, receipt of cash assets as gift or liabilities purely to reduce or exempt the obligations of the Company) which meet any of the following criteria, the Company shall submit the matter to the shareholders' general meeting for review, in addition to making a timely disclosure thereof in accordance with relevant laws and regulations and the Listing Rules of Shanghai Stock Exchange:

- (1) the total value of assets involved in the transaction (book value or appraised value, whichever is higher) accounts for 50% or more of the latest audited total assets of the Company;
- (2) the net assets (book value or appraised value, whichever is higher) involved in the subject matter of the transaction (such as equity interest) accounts for 50% or more of the latest audited net assets of the Company, with the absolute amount being more than RMB50,000,000;

- (3) the consideration of the transaction (including assumed liabilities and costs) accounts for 50% or more of the latest audited net assets of the Company, with the absolute amount being more than RMB50,000,000;
- (4) the profit derived from the transaction accounts for 50% and more of the audited net profit of the latest fiscal year of the Company, with the absolute amount being more than RMB5,000,000;
- (5) the revenue derived from the subject matter of the transaction (such as equity interest) in the latest fiscal year accounts for 50% or more of the audited revenue of the Company in the latest fiscal year, with the absolute amount being more than RMB50,000,000;
- (6) the net profit derived from the subject matter of the transaction (such as equity interest) in the latest fiscal year accounts for 50% or more of the audited net profit of the Company in the latest fiscal year, with the absolute amount being more than RMB5,000,000.

If any data involved in the calculation above is negative, the absolute value shall apply.

The shareholder's general meeting shall exercise its functions and powers within the scope prescribed under the domestic and overseas company regulatory laws and regulations and the Articles of Association, and shall not interfere in the shareholders' disposal of their own rights. Within the scope prescribed under the listing rules of the stock exchange in the place where the shares of the Company are listed, the shareholders' general meeting may authorize the board of directors to exercise its powers, including but not limited to purchase or sale of assets, external investment, provision of guarantees, and entrustment of wealth for management.

Article 10

Except when the Company is under a special circumstance such as a crisis, the Company shall not, without an approval by a special resolution at a general meeting, enter into any contract with any party (other than the directors, supervisors, general manager and other senior management), pursuant to which such party shall be in charge of management of all of the Company's businesses or the Company's major businesses.

CHAPTER 3 CONVENING OF SHAREHOLDERS' GENERAL MEETING

Article 11 The board of directors shall convene the shareholders' general meeting within the time limit stipulated in Article 4 of these Rules.

Article 12 If shareholders request that an extraordinary shareholders' general meeting or a class meeting be convened, the following procedures shall be followed:

- (1) two or more shareholders holding in aggregate 10% or more of the voting shares at the intended meeting may sign and submit one or several written requests of the same format and content stating the subject of the meeting and submit the same to the board of directors for convening an extraordinary shareholders' general meeting or a class meeting. Upon receipt of the abovementioned requests, the board of directors shall respond in writing whether they agree or not to convene an extraordinary shareholders' general meeting or a class meeting within 10 days. If the board of directors agrees to convene an extraordinary shareholders' general meeting or a class meeting, they shall issue a notice convening the meeting within five days after the resolution of the board of directors has been made. The aforesaid number of shares held shall be calculated based on the date at which the shareholders make the written request.
- (2) in the event that, within 30 days upon receipt of the aforesaid written request, the board of directors does not issue any notice convening the meeting, the requisitioning shareholders may convene the meeting on their own within four months of the date at which the board of directors' receives the request, and their convening procedures shall as far as possible be the same as the procedures under which the board of directors convene the shareholders' general meeting.

- (3) if the board of directors refuses to convene an extraordinary general meeting, or fails to respond within 10 days upon receipt of such request, the shareholders individually or collectively holding more than 10% shares of the Company shall have the right to request the supervisory committee in writing to convene the extraordinary general meeting.

If the supervisory committee agrees to convene an extraordinary general meeting, a notice of convening the extraordinary general meeting shall be issued within 5 days upon receipt of such requisition, and any amendment made in the notice to the original proposals shall be subject to the consent of the relevant shareholders.

If the supervisory committee fails to issue the notice of the extraordinary general meeting within the specified period, it shall be deemed that it will not convene and preside over the shareholders' general meeting, in which case shareholders holding, individually or in aggregate, 10% or more the shares of the Company for more than 90 consecutive days may convene and preside over such meeting.

Shareholders who convene a shareholders' general meeting or a class meeting on their own shall notify the board of directors of the Company in writing prior to the issuance of the notice of shareholders' general meeting and file the relevant documents with the Shanghai Stock Exchange. The board of directors and the secretary to the board of directors of the Company shall provide cooperation, provide requisite support and perform their information disclosure obligations in a timely manner with respect to matters relating to a shareholders' general meeting convened by the shareholders in accordance with the law.

Before the announcement of resolutions of the shareholders' general meeting or the class meeting, the shareholding of the convening shareholders shall not be less than 10%. The convening shareholders shall disclose the announcement no later than the issuance of the notice of the shareholders' general meeting, and undertake that their shareholding shall not be less than 10% of the total share capital of the Company during the period from the date of proposing to convene shareholders' general meeting to the day of convening shareholders' general meeting.

Article 13

The following procedures shall be followed by more than half of the independent directors or the supervisory committee requesting for convening of extraordinary general meetings:

- (1) Sign one or more written requests with the same format and contents, which request the Board to hold the extraordinary general meeting and explain the topic of the meeting. Within ten days after receiving the above-mentioned written request, the Board must provide written feedback regarding approval or rejection of the request.
- (2) if the board of directors agrees to convene the extraordinary general meeting, it shall give notice of the shareholders' general meeting within five days after the resolution of the board of directors is made. Any change made in the notice to the original proposal shall have the consent of the original proposing party.
- (3) if the board of directors does not agree to the independent directors' proposal to convene an extraordinary general meeting, the board of directors shall give an account of and publish its reasons.
- (4) if the board of directors does not agree to the supervisory committee's proposal to convene an extraordinary general meeting, or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the shareholders' general meeting, and the supervisory committee may convene and preside over the meeting on its own.
- (5) if the supervisory committee and the convening shareholders decide to convene the shareholders' meeting on their own, they shall notify the board of directors in writing, and shall file the relevant evidencing material to the local office of the securities regulatory authority under the State Council and to the Stock Exchange.

Article 14 If the supervisory committee or shareholders convene a shareholders' general meeting on their own, the board of directors and the secretary of the board of directors shall facilitate their work. The board of directors shall provide the register of members as at the registration date of equity interest. If the board of directors does not provide a register of members, the convenor may, on the strength of the notice convening the shareholders' general meeting, apply to and obtain the same from the securities registrar. The register of members obtained by the convenor shall not be used for any purpose other than convening the shareholders' general meeting.

Article 15 The necessary fee for any meeting which is convened by the supervisory committee or shareholders on their own shall be borne by the Company.

CHAPTER 4 MOTIONS AND NOTICE OF SHAREHOLDERS' GENERAL MEETING

Article 16 In case of holding an annual general meeting, the Company shall send out written notice twenty business days (and not less than 21 days) ahead of the holding of meeting; when the Company convenes an extraordinary Shareholders' general meeting, written notice of the meeting shall be given 10 business days or 15 days (whichever is longer) before the date of meeting, and notify the matters to be deliberated at the meeting as well as the date and place of meeting to all registered shareholders.

Article 17 Proposals of Shareholders' General Meeting shall be presented by the board of directors in general. The supervisory committee, shareholders, solely or jointly, holding more than 1% of the total shares of the Company may, on or before 20 days prior to the holding of a general meeting submit to the convener in writing the proposed resolutions. The convener shall issue a notice informing other shareholders within 2 days from the date of receipt of such proposal and at least fourteen (14) days prior to the original date of the general meeting, issue a circular and public announcement of the general meeting to all shareholders and to table the proposed resolutions at the shareholders' general meeting for consideration. The contents of the proposal should be within the authority of general meeting with a clear subject and concrete resolution and comply with the relevant provisions of laws, administrative regulations and articles of association of the Company. Except for those stipulated in this paragraph, no resolution shall be passed on any matter which is not set out in the notice of the shareholders' general meeting.

Article 18 The convenor of a shareholder's general meeting shall be responsible for dispatching the notice of the meeting.

Article 19 The notice of the general meeting shall meet the following requirements:

- (1) be made in writing;
- (2) specify the venue, date and time of the meeting;
- (3) set out matters to be discussed in the meeting;
- (4) state the registration date of equity interest for shareholders who have the right to attend the shareholders' general meeting;
- (5) provide the shareholders with such information and explanation as necessary for them to make prudent decisions in connection with the matters to be discussed; this principle includes (but is not limited to) that where the Company proposes any merger, repurchase of its shares, restructuring of its share capital or other reorganization, the specific terms and conditions of the proposed transactions must be provided in detail together with copies of the contracts related thereto, if any, and the causes and effect of the same must be properly explained;
- (6) if any director, supervisor, general manager and other senior management have any material interests in a transaction subject to be discussed, the nature and extent of the material interests of such director, supervisor, general manager and other senior management in the proposed transaction shall be disclosed and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on interests of other shareholders of the same class shall also be explained;

- (7) In the event that matters involving the election of directors and supervisors are to be considered, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors and supervisors, which shall at least include the following: personal particulars including education background, working experience and any part-time job; whether there is any related relationship with the Company or its controlling shareholders and de facto controller; disclosure of the shareholdings in the Company; whether or not they have been penalized by CSRC and other relevant authorities and the stock exchange. Each candidate of director or supervisor shall be individually proposed;
- (8) shall contain a conspicuous statement that: all ordinary shareholders are entitled to attend the shareholders' general meeting, and to appoint proxies to attend and vote on his/her behalf at the meeting, and that a proxy need not be a shareholder of the Company;
- (9) specifying the time and place for delivering the power of attorney;
- (10) the name and telephone number of the permanent contact person for conference affairs;
- (11) the time and the procedure for voting through the network or by other means.

Article 20

Subject to compliance with laws, administrative regulations, departmental rules and the relevant provisions of the stock exchange where the Company's shares are listed, the Company may publish notice of the shareholders' general meeting of by way of announcement (including publishing through the Company's website).

Article 21 In the event that as a result of an accident or omission, a notice of meeting is not dispatched to a person who is entitled to receive the same or such person has not received the notice, the meeting and the resolution adopted thereat shall not be invalidated for that reason.

Article 22 After giving notice of the shareholders' general meeting, the shareholders' general meeting shall not be convened in advance, postponed or cancelled without proper reasons. Motions set out in the notice of the shareholders' general meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the board of directors shall make an announcement at least two working days before the original date scheduled for convening the meeting and provide reasons and the time for convening the postponed meeting.

CHAPTER 5 CONVENING OF THE SHAREHOLDERS' GENERAL MEETING

Article 23 The Company shall convene the shareholders' general meeting at the place of domicile of the Company or at the place stipulated in the Articles of Association. The shareholders' general meeting shall set up the meeting place and convene the meeting in the form of spot meeting. The Company can make use of a safe, economic, convenient network or other means to offer convenience to shareholders attending the shareholders' general meeting. Shareholders who attend the shareholders' general meeting through the above methods are deemed as being present at the meeting.

Article 24 The commencement time of voting through a network or by other means at the shareholders' general meeting shall not be earlier than 3:00 p.m. on the day immediately preceding the date at which the shareholders' general meeting on site is convened, and shall not be later than 9:30 a.m. on the day at which the shareholders' general meeting on site is convened. Its conclusion time shall not be earlier than 3:00 p.m. on the day the shareholders' general meeting on site is concluded.

Article 25

Shareholders may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. All directors, supervisors, secretary of the board of directors of the Company, and lawyers engaged by the Company shall attend the meeting. The general manager and other senior managers shall attend the meeting. All shareholders registered in the register of members on the registration date of equity interest or their proxies shall have the rights to attend the shareholders' general meeting. The Company and the board of directors shall not refuse them for attending the meeting for any reason.

In order to ensure the solemnity and proper order of the shareholders' general meeting, the Company shall have the right to refuse entry into the meeting venue to any persons other than those as set out in the preceding paragraph pursuant to law. The Company shall take steps to prevent any acts of interfering with the shareholders' general meeting, causing trouble and infringing the legal interests of other shareholders, and to report to the relevant authorities in a timely manner for investigation and handling.

Article 26

The Company shall be responsible for preparing an attendance roster of the personnel who attend the shareholders' general meeting for the signature of the attending personnel.

Article 27

Shareholders shall appoint their proxies in writing. The content of such written proxy form shall state the following:

- (1) name of the proxy authorized by the shareholder;
- (2) the number of shares represented by the relevant proxy on behalf of the principal;
- (3) whether or not the proxy has the right to vote;
- (4) instruction to vote for, against or abstain from in respect of each matter on the agenda of the shareholders' general meeting;
- (5) whether there are voting rights for provisional motions that may be included in the agenda of the annual general meeting, and if so, specific instructions on how the voting rights should be exercised;
- (6) the date of issuance and the effective period of the power of attorney;

- (7) signature (or seal) of the principal or its proxy who is appointed in writing and, where the principal is a legal person shareholder, the official stamp of such legal person or the signature of its director or its duly appointed agent.

The power of attorney shall expressly state whether the proxy entrusted by the shareholders may or may not cast vote at his/her/ its own discretion in the absence of any specific instruction from the shareholder.

Article 28

Where the instrument appointing a proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, that power of attorney or other authority shall be notarized. A notarially certified copy of that power of attorney or other authority together with the instrument appointing a proxy shall be deposited at the seat of the Company or such other place as is specified in the notice of the meeting.

If the principal is a legal person, its legal representative or a person authorized by its board of directors or another decision-making body shall attend the shareholders' general meeting of the Company on its behalf.

Article 29

The board of directors and the lawyer shall jointly verify the validity of the qualifications of shareholders in accordance with the register of members provided by the securities registration and clearing house and shall register the names of shareholders and the number of voting shares held by them. The registration at the meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies attending the meeting on site and the total number of voting shares held by them.

Article 30

The shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable to or fails to perform his duties, the general meeting shall be presided over by the vice chairman (or one of the vice chairmen jointly elected by a simple majority of all the directors, if there are two or more vice chairmen in the Company). If the vice chairman is unable to or fails to perform his duties, the general meeting shall be presided over by a director jointly elected by a simple majority of all the directors. If independently convened by the shareholders, the general meeting shall be presided over by a representative elected by the convener. If a chairman of the meeting is yet to be elected, shareholders attending the meeting may elect one person among them to become the chairman of the meeting; in the event that shareholders are for any reason unable to elect a chairman, the shareholder (including his or her proxy) who attends the meeting and holds the highest number of voting shares shall then become the chairman of the meeting.

Article 31

After declaring the meeting officially open, the chairman of the meeting shall first declare that the number of shareholders attending the meeting and the total number of shares represented at the meeting meet the legal requirements, and shall then announce the agenda as set out in the notice and inquire whether or not the shareholders attending the meeting have any objection to the order in which the motions are put to vote.

In the event that the board of directors or the chairman of the meeting determines not to put such motions as proposed by the supervisory committee or the shareholders on the agenda of the annual general meeting, an explanation or an account thereof shall be given during the annual general meeting.

At an extraordinary general meeting, no person shall request consideration of any new motion which has not been contained in the notice of the shareholders' general meeting.

- Article 32** After the chairman of the meeting finishes his inquiries on the meeting agenda, he may start to read the motions or authorise a person to read them out and, when necessary, make an explanation on the motions in accordance with the following requirements:
- (1) If the motion is proposed by the board of directors, the chairman of the meeting or other persons entrusted by him shall give an account thereof;
 - (2) If the resolution is proposed by the supervisory committee or shareholders holding 3% or more of the voting shares in the Company individually or in aggregate, the proposing party or its legal representative or a proxy legally and validly appointed by the shareholders shall give an account thereof.
- Article 33** Motions which are put on the meeting agenda shall be considered before they are put to vote. Each motion shall be given a reasonable time for discussion during the shareholders' general meeting. The chairman of the meeting shall orally inquire whether shareholders attending the meeting have finished considering such motions. If the shareholders attending the meeting have no objection in connection therewith, consideration of the motions shall be deemed completed.
- Article 34** Unless a consent has been obtained from the chairman of the meeting, no shareholder shall speak for more than two times, and the first speech and the second speech shall not exceed five minutes and three minutes respectively.
- A shareholder requesting to speak shall not interrupt a person who presents his report or interrupt other shareholders from making their speeches.
- Article 35** Shareholders may query the Company during the shareholders' general meeting. The directors, supervisors or the senior management shall provide explanations or give an account in response to the queries raised by shareholders, except for questions relating to the commercial secrets of the Company which shall not be disclosed during the shareholders' general meeting.

Article 36 At the annual general meeting, the board of directors, and the supervisory committee shall report to the shareholders' general meeting as regards their work over the past year. Each independent director shall also report on their work.

Article 37 The chairman of the meeting shall be empowered to declare an adjournment of the meeting having regard to its progress and timing.

CHAPTER 6 VOTING AND RESOLUTIONS

Article 38 Shareholders' general meetings shall pass resolutions on specific motions.

The chairman shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall follow what is registered for the meeting.

Article 39 A shareholders' general meeting shall not alter any content of a motion in the course of considering it; otherwise the alteration shall be deemed to be a new motion which shall not be put to vote at the shareholders' general meeting.

The shareholders' general meeting shall vote on each of the motions on the agenda one by one, and voting of the same shall neither be put on hold nor be refused for any reason. In the event that different motions are proposed for the same matters in a shareholders' general meeting, the motions shall be put to vote (with resolutions to be passed on the matters they cover) in the order of the time at which the motions are proposed.

Article 40 Each shareholder or its proxy shall exercise its voting right on the basis of the number of the voting shares represented by it. Save for the requirement that the cumulative voting system shall be adopted in the election of directors or supervisors who are not the employee representatives under Article 87 of these Articles of Association, each share shall have the right to one vote.

- Article 41** In considering a motion on the election of directors or supervisors, a shareholders' general meeting shall have separate vote taken on each of the candidates for directorship and supervisorship one by one.
- Article 42** Resolutions of the shareholders' general meeting shall be classified as ordinary resolutions and special resolutions.
- (1) An ordinary resolution at a shareholders' general meeting shall be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies authorized by the shareholders) attending the meeting.
 - (2) A special resolution at a shareholders' general meeting shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies authorized by the shareholders) attending the meeting.
- Article 43** When the shareholders' general meeting considers matters relating to connected transactions, connected shareholders shall not participate in the voting, and the voting shares represented by them shall not be recorded as part of the total number of valid votes. The announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes cast by non-connected shareholders. If there are any special circumstances making it impossible for connected shareholders to abstain from voting, the Company may, upon obtaining the consent of the relevant authorities, take a vote in accordance with the normal procedures, and make a detailed explanation in the announcement regarding the resolutions adopted at the shareholders' general meeting.
- Article 44** Shareholders or proxies who attend the shareholders' general meeting shall express one of the following opinions regarding a motion put to vote: for, against or abstention. Any ballot which is unfilled, wrongly filled or illegibly filled or which is not cast shall be deemed to be a waiver by the voter of its voting right, and the voting results of the shares held by it shall be counted towards "abstention".

Article 45

Before a poll begins, shareholders attending the meeting shall elect among themselves at least one supervisor and two shareholder representatives to participate in the counting and scrutineering of votes. Votes shall be counted on the spot and the counting officers shall sign on the statistical information relating thereto.

When the shareholders' general meeting votes on a motion, the lawyer, the shareholder representatives and the supervisor representatives shall be jointly responsible for counting and scrutinizing the votes. Shareholders of the Company voting in person or by proxy through a network or by other means shall have the right to check their voting results through the corresponding voting systems.

For same voting rights, only one of the voting methods, i.e. on site, network or otherwise, shall be chosen. For repeated votes taken in respect of the same voting right, the result of the first voting shall prevail.

Article 46

The shareholders' general meeting held on site shall not be concluded at any time earlier than that of one held through a network or by other means. The chairman of the meeting shall be responsible for declaring at the meeting whether or not a resolution is passed by the shareholders' general meeting according to the results of the ballot count conducted by the counting officers, and shall record the same in the minutes.

Before the voting result is officially announced, the relevant parties such as the Company, tally clerk, scrutineer, substantial shareholders, network service party which are involved in on-site voting and voting through a network and by other means at the shareholders' general meeting, shall bear confidentiality obligations regarding the voting result.

Article 47

If the chairman of a meeting has any doubt about the result of any vote taken on a resolution which is put to vote, the chairman may conduct a ballot count. If the chairman of a meeting does not conduct a count, and the shareholders or proxies have any opposition to the results announced by the chairman, they shall have the right to request a ballot count immediately after the announcement, and the chairman of the meeting shall immediately conduct a ballot count.

Article 48

The general meeting shall not conclude earlier at the venue than via the internet or otherwise, and the person presiding over the meeting shall announce the details and result of voting of each resolution and declare whether the resolution is passed or not based on the poll results.

Before the official announcement of the poll results, the Company, vote counters, vote scrutineers, substantial shareholders, network service providers and other related parties involved in the general meeting at the venue, via the internet and by another voting method shall be under a confidentiality obligation for the details of voting.

Minutes of a shareholders' general meeting shall be kept by the secretary of the board of directors. The minutes of the meeting shall specify:

- (1) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;
- (2) the date and venue of the meeting;
- (3) the name of the chairman of the meeting and the agenda of the meeting;
- (4) the names of the chairman, and the directors, supervisors, secretary of the board of directors, manager and other senior executives attending or present at the meeting;
- (5) the process of discussion, highlights of the speeches and voting result in respect of each proposal;
- (6) the inquiries and suggestions of shareholders and the corresponding answers or explanations made by the directors or supervisors;
- (7) the name of the lawyer, counting officer and scrutineering officer;
- (8) other issues that shall be recorded in the minutes in accordance with opinions of the shareholders' general meeting and provisions of the Articles of Association.

The convener shall ensure that the meeting minutes are true, accurate and complete. The directors, supervisors and secretary to the board of directors who attended the meeting, the convener or his/ her representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of 15 years.

Article 49

The board of directors shall engage lawyers to attend the shareholders' general meeting pursuant to law and issue a legal opinion regarding the legality and validity of the convening, holding or voting procedures of the shareholders' general meeting, and the legal opinion shall be announced together with the resolutions of the shareholders' general meeting.

Regarding an extraordinary shareholders' general meeting which is chaired by a proposing shareholder, the proposing shareholders shall engage lawyers pursuant to law to issue a legal opinion in accordance with the abovementioned pertinent regulations, and the convening procedures shall be in conformity with the requirements of the relevant laws and regulations and these Rules.

Article 50

The convener shall ensure that the shareholders' general meeting is held continuously until final resolutions are arrived at. If the shareholders' general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, necessary action shall be taken to resume the general meeting as soon as possible or directly terminate the general meeting and make a prompt announcement. Meanwhile, the convener shall report to the securities regulatory authority under the State Council in the locality of the Company and the Stock Exchange.

Article 51

If the shareholders' general meeting passes a resolution on the election of directors and supervisors, the newly appointed directors and supervisors shall assume office in accordance with the Articles of Association.

Article 52

If the shareholders' general meeting passes a motion of distribution of cash dividend and bonus shares or conversion of the capital surplus reserve into share capital, the Company shall implement the specific plan within two months following the conclusion of the shareholders' general meeting.

Article 53 The resolution of the shareholders' general meeting of the Company shall be rendered invalid if it is in violation of laws or administrative regulations. If the procedure for convening the meeting and the method of the voting of the shareholders' general meeting are in violation of laws, administrative regulations or the Articles of Association, or the content of the resolution is in violation of the Articles of Association, shareholders can request the People's Court to dismiss the resolution within 60 days from the date of the resolution.

CHAPTER 7 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETING

Article 54 Shareholders holding different classes of shares shall be referred to as class shareholders. Class shareholders shall enjoy their rights and bear their obligations in accordance with the provisions of laws, administrative regulations, and the Articles of Association.

Article 55 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 57 to 61.

Article 56 The following circumstances are deemed to be a change or abrogation of rights of class shareholders:

- (1) to increase or decrease the number of shares of a 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 a class;
- (2) to convert all or part of a class of shares into another class, or to convert all or part of another class of shares into that class of shares, or to grant such conversion right;
- (3) to cancel or reduce the rights in respect of the accrued dividends or the cumulative dividends attached to shares of a class;
- (4) to reduce or cancel the preferential rights attached to a class of shares to dividends or to distribution of assets in the event that the Company is liquidated;

- (5) to add, cancel or reduce the conversion rights, options, voting rights, transfer rights, pre-emptive rights for placement or the right to acquire securities of the Company as attached to shares of a class;
- (6) to cancel or reduce the rights attached to shares of a class to obtain payables in specific currencies from the Company;
- (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 a class;
- (8) to restrict the transfer or ownership rights of a class of shares or impose additional restrictions thereto;
- (9) to grant the right to subscribe for, or convert into, shares of a class of shares or another class of shares;
- (10) to increase the rights and privileges of shares of another class;
- (11) to conduct the proposed restructuring of the Company in such a way that may result in the holders of different classes of shares to assume liability disproportionately;
- (12) to amend or abrogate the terms of these Rules.

Article 57

Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 56 herein, but interested shareholder(s) shall not be entitled to vote at such class meetings.

Article 58

Resolutions of a class meeting shall be passed by more than two thirds of the total number of shares of the class of the voting rights held by the shareholders of that class presented at the relevant meeting who, according to the Articles of Association of the Company, are entitled to vote thereat.

- Article 59** When the Company decides to convene a meeting of class shareholders, it shall issue a written notice with reference to the notice period of the general meeting set out in Article 16, informing all registered shareholders of such class of the matters to be deliberated at the meeting as well as the date and place of the meeting. Subject to the laws, administrative regulations, department rules, the relevant requirements of the stock exchange in the jurisdiction in which the shares of the Company are listed, the Company may also send the notice of the meeting by way of announcements (including through publishing announcements on the Company's website).
- Article 60** The notice of the meeting of the class shareholders shall only be served to such shareholders who have the right to vote in the meeting of the class shareholders.
- A class meeting shall be conducted in accordance with procedures which are identical to those of the shareholders' general meeting as far as possible. The provisions of the Articles of Association on the procedures for holding the shareholders' general meeting shall apply to the class meeting.
- Article 61** Apart from holders of other classes of shares, holders of domestic shares and overseas listed foreign invested shares shall be treated as holders of different classes of shares.
- The special procedures for voting by class shareholders shall not apply to the following circumstances:
- (1) where upon approval by a special resolution at a shareholders' general meeting, the Company issues, either separately or simultaneously, once every 12 months domestic shares and overseas listed foreign-invested shares and the proposed numbers of domestic shares and overseas listed foreign-invested shares shall not exceed 20% of their respective issued and outstanding shares;
 - (2) the plan to issue domestic shares and overseas listed foreign-invested shares during the establishment of the Company are completed within 15 months from the date of approval by the securities regulatory authority of the State Council.

CHAPTER 8 POST-MEETING ISSUES AND DISCLOSURE OF INFORMATION

- Article 62** Resolution passed at the shareholders' general meeting shall be announced promptly. The number of shareholders or their proxies attending the meeting, the total number of voting shares held and the proportion thereof in the total number of voting shares of the Company, the voting method, the voting result of each of the motion and the details regarding the passing of all resolutions shall be stated clearly in the announcement of the resolutions of the shareholders' general meeting.
- The Company shall take separate statistics and make separate announcements regarding the attendance and voting of holders of domestic and holders of foreign shares.
- Article 63** In the event that a motion has not been adopted or the resolutions of the preceding shareholders' general meeting have been changed at the current shareholders' general meeting, the same shall be specified in the announcement of the resolutions of the shareholders' general meeting.
- Article 64** After the shareholders' general meeting the secretary of the board of directors shall be responsible for submitting the relevant materials, including minutes and resolutions to the relevant regulatory authorities and making an announcement in the designated media in accordance with the laws and regulations and as required by the securities regulatory authority under the State Council and the Stock Exchange.
- Article 65** The secretary of the board of directors shall be responsible for keeping written materials, including the register of the attendees of the meeting, proxy forms, statistical information relating to the voting, minutes, legal opinion given by lawyers as witness, announcements of resolutions and so forth.
- Article 66** The announcements and notices as mentioned in these Rules refer to the publication of relevant information disclosure on the websites of the media and stock exchange that meet the conditions prescribed by the CSRC.

CHAPTER 9 SUPPLEMENTARY PROVISIONS

- Article 67** These Rules shall form an appendix to the Articles of Association, and shall become effective after being adopted by the shareholders' general meeting by way of a special resolution.
- Article 68** Any modification to these Rules shall be made through an amendment proposed by the board of directors and submitted to the shareholders' general meeting for approval by way of a special resolution.
- Article 69** The power of interpretation of these Rules shall be vested in the board of directors.
- Article 70** The terms of "above" and "below" referred to in these Rules shall include the number concerned while terms of "exceed" and "less than" do not include the number concerned.
- Article 71** In the event that any matter not covered herein or these Rules are in conflict with the provisions of laws, regulations, departmental rules and other relevant normative documents as promulgated from time to time, the provisions and requirements of such laws, regulations, departmental rules and relevant other normative documents shall prevail.