

**GOLDWIND SCIENCE&TECHNOLOGY
CO., LTD.**

Rules of Procedure for the General Meeting

GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.

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Chapter 1 General Provisions

1.1 The rules of procedure for the general meeting of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Company**”) (the “**Rules of Procedure**”) are formulated in accordance with the Company Law of the PRC (the “**Company Law**”), the Securities Law of the PRC (the “**Securities Law**”), Governance Standards of Listed Company, the Guidelines on Articles of Association, the Rules for the General Meeting of Listed Company, the Administrative Measures for Independent Directors of Listed Companies, the Listing Rules of Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited , the No. 1 Self-regulatory Guidelines for Listed Companies of Shenzhen Stock Exchange–Standardized Operation of Companies Listed on the Main Board, other relevant laws, regulations and normative documents, and the Articles of Association of GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Articles of Association**”) to regulate the behaviors of the Company, clarify the duties and permissions of general meetings, ensure that general meetings exercise their powers by law.

The Rules of Procedure will be revised from time to time in line with relevant laws, administrative regulations, normative documents and amendments to the Articles of Association. In case of any conflict between the provisions of the Rules of Procedure and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.

1.2 The Company shall convene the shareholders’ general meetings strictly in accordance with relevant provisions of the laws, administrative regulations, the Articles of Association and the Rules of Procedure to ensure the shareholders can exercise their rights according to the law.

The board of directors of the Company (the “**Board**”) shall perform its duties with due diligence and shall organize shareholders’ general meetings in a serious and timely manner. All the directors of the Company (the “**Directors**”) shall be diligent and responsible to ensure the normal convening of a shareholders’ general meeting and lawful exercise of functions and powers.

1.3 The shareholders’ general meeting is the authority of the Company and shall exercise its functions and powers below in accordance with the provisions of the Company Law of the PRC, other relevant laws and regulations, normative documents, and the Articles of Association:

(1) determine the business policies and investment plans of the Company;

- (2) elect and replace non-employee represented Directors and supervisors, and decide on matters concerning the remuneration of Directors and supervisors (the “**Supervisor**”);
- (3) deliberate and approve reports of the Board;
- (4) deliberate and approve reports of the supervisory committee (the “**Supervisory Committee**”);
- (5) deliberate and approve the annual financial budget and final account proposals of the Company;
- (6) deliberate and approve the Company’s plans for profit distribution and making up losses;
- (7) make resolutions concerning the increase or reduction of the Company’s registered capital;
- (8) make resolutions concerning the issuance of corporate bonds;
- (9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company;
- (10) amend the Articles of Association;
- (11) make resolutions on the employment and dismissal of the accounting firms by the Company;
- (12) deliberate the proposals raised by shareholders representing 3% or more of the Company’s voting shares;
- (13) deliberate and approve the guarantees described in Article 6.03 of the Articles of Association;
- (14) deliberate the Company’s (including its Subsidiaries’) significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company ;
- (15) decide the connected transactions as required to be decided in the shareholders’ general meetings in accordance with the provisions of the Shenzhen Stock Exchange (the “**SZSE**”);
- (16) deliberate and approve changes to the usage of raised funds;
- (17) deliberate the share incentive schemes and employee shareholding schemes;
- (18) deliberate other matters as required to be decided in the shareholders’ general meetings in accordance with laws, administrative regulations, departmental regulations, the Articles of Association, and the listing rules of the place the Company is listed.

1.4 Shareholders’ general meetings shall be divided into annual general meeting (“**AGM**”) and extraordinary general meeting (“**EGM**”).

AGM shall be convened once a year and shall be held within six months following the end of the preceding fiscal year.

EGM are held from time to time. An EGM is required to be held within 2 months after the occurrence of the circumstance stipulated in the Rule 100 of the Company Law of the PRC.

In case of failure to hold a shareholders' general meeting within the timeframe stated above, the Company shall report to the local office of the China Securities Regulatory Commission ("CSRC") and the stock exchange where the shares of the Company are listed for trading, illustrate the reasons and make an announcement.

- 1.5 The Company shall engage lawyers for the shareholders' general meetings to provide, and subsequently announce, legal opinions on the following issues:
- (1) whether the convening of the meeting and the meeting process is compliant with laws, administrative regulations, the Articles of Association, and the Rules of Procedure;
 - (2) whether the attendees and conveners of the meeting are legally qualified to do so;
 - (3) whether the voting process and poll results of the meeting are legally valid;
 - (4) as requested by the Company, legal opinions issued on other related matters.

Chapter 2 The Convening of General Meetings

- 2.1 Shareholders' general meetings shall be convened by the Board within the period stipulated in the Articles 1.4 of the Rules of Procedure.
- 2.2 Independent Directors have the right to propose to the Board for the convening of an EGM. In response to the proposal from the independent Directors for the convening of an EGM, the Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM.

In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board; in the event that the Board disagrees with the convening of an EGM, the reasons for such shall be stated and announced.

- 2.3 The Supervisory Committee has the right to propose to the Board for the convening of an EGM, and such proposal shall be made in writing to the Board. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM.

In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be given within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the Supervisory Committee.

In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, the Board shall be considered to be unable or unwilling to perform the obligation to convene a shareholders' general meeting. The Supervisory Committee may at its sole discretion convene and preside over the EGM.

- 2.4 Shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company have the right to propose to the Board for the convening of an EGM, and such proposal shall be made in writing to the Board. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days after receiving the proposal with respect to whether it agrees with the proposal to convene an EGM.

In the event that the Board agrees to convene an EGM, a notice of the shareholders' general meeting shall be provided within 5 days of such resolution by the Board. Alterations to the original proposals in the notice shall be approved by the relevant shareholders.

In the event that the Board disagrees with the convening of an EGM, or fails to provide any feedback within 10 days after receiving the proposal, shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company have the right to propose to the Supervisory Committee for the convening of an EGM, and such proposal shall be made in writing to the Supervisory Committee.

In the event that the Supervisory Committee agrees to convene an EGM, a notice of the shareholders' general meeting shall be issued within 5 days of receipt of such request. Alterations to the original proposals in the notice shall be approved by the relevant shareholders.

In the event that the Supervisory Committee did not provide a notice of the shareholders' general meeting within the specified timeframe, the Supervisory Committee shall be considered to be unwilling to convene and preside over the shareholders' general meeting. The shareholders that, either individually or jointly, hold over 10% of shares carrying voting rights of the Company for a period of 90 consecutive days or more may at their sole discretion convene and preside over the EGM.

- 2.5 In the event that the Supervisory Committee or shareholders at the sole discretion decide to convene a shareholders' general meeting, it shall notify the Board of the same in writing, as well as file with the securities exchanges.

Prior to the publication of the resolutions of the shareholders' general meeting, the shareholders, either individually or jointly, of shareholders that intend to convene

the meeting shall not fall below 10% for 90 consecutive days.

Whilst publishing the notice and resolutions of the shareholders' general meeting, the Supervisory Committee or shareholders that intend to convene the meeting shall provide related proofs to the securities exchanges.

- 2.6 The Board and the secretary to the Board shall cooperate in the shareholders' general meetings convened by the Supervisory Committee or shareholders at the sole discretion. The Board shall provide the register of members as of the date of record. If the Board fails to provide the register of members, The convener may carry the relevant announcement on the notice of convening the shareholders' general meeting to apply with the securities registration and settlement institution for such register of members. The convener shall not use the register of members for purposes other than convening a shareholders' general meeting.
- 2.7 The Company shall be responsible for all necessary expenses related to the shareholders' general meetings convened by the Supervisory Committee or shareholders at the sole discretion.

Chapter 3 Proposals and Notice of General Meetings

- 3.1 The contents of the proposals to be raised shall be within the scope of functions and powers of the shareholders' general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, and the Articles of Association.
- 3.2 When the Company convenes a shareholders' general meeting, the Board, the Supervisory Committee, and shareholders that, either individually or jointly, hold more than 3% of shares of the Company have the right to make proposals to the Company. The Company shall include all matters in the proposals that fall within the purview of the shareholders' general meeting into the agenda of this meeting.

Shareholders that, individually or jointly, hold more than 3% of shares of the Company can make and deliver the temporary proposals to the convener in writing 10 days or more prior to the shareholders' general meeting. The convener shall give a supplementary notice of the shareholders' general meeting within 2 days after receiving such proposals, and announce the contents of the temporary proposals.

Other than circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' general meeting shall not be altered and new proposals shall not be added following the issuance of the announcement of the notice of the shareholders' general meeting by the convener. Proposals that are not clearly listed in the notice of the shareholders' general meeting or are not in

compliance with the Articles 3.1 of the Rules of Procedure shall not be voted on and decided during the shareholders' general meeting.

- 3.3 When the Company convenes an annual general meeting, written notice shall be given to shareholders 21 days prior to the convening of the meeting, and when the Company convenes an extraordinary general meeting, written notice shall be given to shareholders 15 days prior to the convening of the meeting.
- 3.4 Notices and supplementary notices of a shareholders' general meeting shall fully and completely disclose all detailed contents of all proposals and all necessary information or explanation required for the shareholders to make reasonable judgment on matters to be discussed. For matters to be discussed that require opinions from the independent Directors, the opinions of the independent Directors and reasons thereof shall be simultaneously disclosed with the notice or supplementary notice of the shareholders' general meeting.
- 3.5 If matters relating to election of Directors and Supervisors are proposed to be discussed at a shareholders' general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders' general meeting, which shall at least include the following:
- (1) educational background, work experience and all other positions undertaken on a part - time basis;
 - (2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;
 - (3) the candidates' shareholdings in the Company;
 - (4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange.

Unless a Director or Supervisor is elected via the cumulative voting system, each candidate for Director or Supervisor shall be proposed via a single proposed resolution.

- 3.6 The notice of the shareholders' general meeting shall specify the time and place of the meeting and determine the deadline for registration of shareholding. The interval between the deadline for registration of shareholding and the date of the meeting shall not be over 7 working days. Once such deadline is confirmed, it shall not be changed.
- 3.7 Following the issuance of the notice of the shareholders' general meeting, the shareholders' general meetings shall not be postponed or cancelled without proper

cause, and proposals listed in the notice of a shareholders' general meeting shall not be cancelled. In the event that postponement or cancellation occurs, the convener shall publish an announcement and explain the reasons thereof at least 2 working days prior to the original meeting date.

- 3.8 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at that meeting.

Chapter 4 Convening of General Meetings

- 4.1 The Company shall hold the shareholders' general meeting at its domicile or other place explicitly provided by the notice of a general meeting.

The shareholders' general meeting shall have a venue and be held on-site. The Company should make it convenient for shareholders to attend such meetings by using secure, economic and convenient network or other methods according to laws, administrative regulations and regulations of the CSRC or the Articles of Association. A shareholder who participates in a shareholders' general meeting in the aforesaid manner shall be deemed to have been present at the meeting.

Once the notice of a shareholders' general meeting is issued, the venue of the on-site general meeting shall not be altered without proper reason. In the event of alteration, the convener shall make an announcement to state the reasons at least two (2) trading days prior to the convening date of the on-site meeting.

A shareholder may either attend the shareholders' general meeting in person and exercise his/her voting rights, or appoint a proxy to attend and exercise his/her voting rights within his/her authority.

- 4.2 For the shareholders' general meetings that utilize website services or other means, the voting time and procedures for such method shall be clearly stated in the notice of the shareholders' general meeting.

The starting time of voting via internet or otherwise of the shareholders' general meeting shall not be earlier than 3:00pm on the day before the convening date of the on-site shareholders' general meeting, and not be later than 9:30am on the same day of convening the on-site shareholders' general meeting, and its closing time shall not be earlier than 3:00pm on the same day of ending the on-site shareholders' general meeting.

The interval between the registration date and the date of the meeting shall not be

more than 7 working days. No changes may be made once the registration date is confirmed.

- 4.3 The Board and any other convener shall take necessary steps to ensure the proper order of the shareholders' general meeting. The Company shall take steps to stop any act disturbing the shareholders' general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment.
- 4.4 All the shareholders appearing on the register of members as at the record date or their proxies shall be entitled to attend general meetings and the Company and the persons convening the meeting may not refuse their attending for any reason.
- 4.5 An individual shareholder who attends the shareholders' general meeting in person shall present its personal identification card or other valid proof and stock account card which can confirm his/her identity. A proxy who attends the shareholders' general meeting shall present its valid personal identification document and the power of attorney signed by the shareholder.

Corporate shareholders shall attend the meeting through their legal representative or proxies authorized by the legal representative. In the event that the legal representative attend, such persons shall present their personal identification card and valid proof to show that they qualify as the legal representative; in the event that proxies attend, such proxies shall present their personal identification card and the power of attorney issued by the legal representative of the corporate shareholder.

The power of attorney shall clarify the number of shares represented by the proxy.

- 4.6 In the event that the power of attorney is signed by another person authorized by the entrusting party, the power of attorney or other authorization documents authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents shall be placed together with the power of attorney appointing a voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

In the event that the entrusting party is a legal person, once the power of attorney is signed by the official authorized representative, its legal representative or any person authorized by the Board or by other decision-making body shall attend the Company's shareholders' general meeting as a representative.

- 4.7 The power of attorney issued by shareholders to appoint proxies to attend a shareholders' general meeting shall clarify the following details:

- (1) Name of proxies;

- (2) Whether or not they have voting rights;
- (3) Instructions to vote for, against, or abstain for each of the matters to be deliberated set forth in the agenda of the shareholders' general meeting ;
- (4) Date of issuance and the valid term of the power of attorney;
- (5) Signature (or seal) of the entrusting party. Where the entrusting party is a corporate shareholder, the seal of the corporate entity shall be affixed.

The power of attorney shall state whether the proxy(ies) can vote according to his or her own will if the shareholder does not give specific instructions.

- 4.8 The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of organizations), personal identification number, number of shares with voting rights held or represented, name of person being represented (or name of organizations), and other matters of the persons attending the meeting.
- 4.9 The convener and lawyers shall jointly verify the legitimacy of the qualifications of shareholders in accordance with the register of members provided by the securities registration and clearing authority and appointed foreign agencies, and shall register the names (or aliases) of shareholders and the respective number of shares with voting rights held. The meeting registration shall come to a close before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held. The meeting registry shall represent the official data for the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held.
- 4.10 When convening a shareholders' general meeting, all Directors, Supervisors and the secretary to the Board shall attend the meeting. The Company's senior management personnel shall attend the meeting as participants.
- 4.11 The shareholder's general meeting shall be presided over by the chairman of the Board. If the chairman is unable to or refuses to perform its duties, the vice chairman shall preside over the general meeting; in the event of any inability or failure of the vice chairman to perform his duties, a Director jointly elected by more than one half of the Directors shall preside over the general meeting

The chairman of the Supervisory Committee shall preside over the shareholders' general meetings convened by the Supervisory Committee at its sole discretion. In the event that the chairman of the Supervisory Committee is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a Supervisor jointly nominated by more than half of the Supervisors.

For the shareholders' general meetings convened by shareholders at their sole

discretion, the convener shall nominate a representative to preside over the meeting.

In the event that the chairman violates the Rules of Procedure during the shareholders' general meeting that results in the shareholders' general meeting being unable to continue, upon approval by more than half of the shareholders with voting rights present at the meeting, a person may be nominated to chair the shareholders' general meeting and the meeting may continue.

Chapter 5 Voting and Resolutions of General Meetings

- 5.1 At the AGM, the Board and Supervisory Committee shall report on their work over the last year. Each of the independent Directors shall also report on their work.
- 5.2 The Directors, Supervisors, and senior management personnel shall provide responses and explanations to the queries or recommendations raised by the shareholders at a shareholders' general meeting.
- 5.3 The chairman of the meeting shall announce the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held prior to voting at the meeting. The meeting registry shall represent the official data for the number of shareholders and proxies physically present at the meeting and the total number of shares with voting rights held.
- 5.4 Where a shareholder has connected relationship to a matter to be considered at a shareholders' general meeting, he/she shall recuse himself/herself from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting. The announcement of resolutions of the shareholders' general meeting shall fully disclose the votes of non-connected shareholders.

Procedures for recusal of connected shareholders from voting:

- 5.4.1 A connected shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the connected shareholder;
- 5.4.2 The connected shareholders may participate in the consideration and deliberation of the motions of connected transactions;
- 5.4.3 The non-connected shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and these Rules of Procedure on the proposal of the connected transaction that the connected shareholders have recused themselves from voting on it;
- 5.4.4 Connected shareholders and their proxies shall not participate in vote

counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-connected shareholders;

- 5.4.5 The number of voting shares represented by the connected shareholders shall not be counted towards the total number of valid votes.

Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' general meeting affecting profits of medium and small investors. The results of separate counting shall be publicly disclosed timely.

Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting.

If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws of the PRC, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting.

The Board, independent Directors, shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules and the provisions of the CSRC may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. Save for the statutory conditions, the Company shall not set minimum shareholding percentage limit for collection of voting rights.

- 5.5 Candidates for Directors and Supervisors that are not employee representatives of the Company can be nominated by the Board and the Supervisory Committee, respectively. Shareholders who individually or jointly hold more than 3% of the Company's shares may nominate candidates for non-independent Directors and Supervisors that are not employee representatives; shareholders that individually or jointly hold more than 1% of the Company's shares or the Supervisory Committee shall have the right to nominate candidates for independent directors. The Nominator shall obtain the consent of the nominee prior to the nomination. The nominator of an independent director shall not nominate a person as a candidate for an independent director, who has an interest in him or has other close relations that may affect the performance of his duties independently.

The following procedures shall be adopted for the selection and appointment of Directors (including independent Directors) and Supervisors (non-employee Supervisors):

- 5.5.1 Where it is necessary to replace or add Directors and Supervisors (Supervisors who are not representative of employees) due to the change of

term or other reasons, the Nominator may propose candidates for directors and supervisors (non-employee supervisors) to the Board. The Nominator shall submit the candidates' curriculum vitae and basic information to the Board in writing at least 10 days before the general meeting.

- 5.5.2 Before the convening of general meeting for the election of independent directors, the Company shall disclose the relevant contents in accordance with Article 10 of the Administrative Measures for Independent Directors of Listed Companies, and submit the relevant materials of all candidates for independent Directors (including but not limited to the Nominator's statement, the candidate's statement and the curriculum vitae of independent Directors) to the stock exchange, which shall be true, accurate and complete, and where the Board has objection(s) to the relevant information of the candidates for independent Directors, the written opinion of the Board shall also be submitted.

Candidates for Directors and Supervisors shall make a written undertaking before the shareholders' general meeting that they agree to accept the nomination, undertake that the publicly disclosed information of the candidates for Directors and Supervisors is true, accurate and complete as well as meet the conditions of office, and ensure that they will effectively perform their duties after being elected.

- 5.5.3 When holding a shareholders' general meeting to elect independent Directors, the Board shall explain whether the candidates for independent Directors have been objected to by the stock exchange. If the stock exchange raises an objection, the Company shall not submit the candidates to the general meeting for election.

- 5.5.4 The election of candidates for Directors and Supervisors shall be submitted to the shareholders' general meeting by way of proposal. When deliberating the proposals for the election of Directors and Supervisors, the shareholders' general meeting shall vote on each of the candidates for Directors and Supervisors individually.

- 5.5.5 The election or change of Directors (including independent Directors) and non-employee Supervisors shall be elected by the general meeting of shareholders in accordance with the provisions of the Articles of Association. If the proposal for change of Directors and Supervisors is approved by the general meeting, the time of appointment of the new Directors and Supervisors shall be calculated from the day following the adoption of the election resolution by the general meeting.

Supervisors who are representatives of employees of the Company shall be elected by a resolution of the general meeting of employees of the Company.

- 5.6 The cumulative voting system shall be adopted if a sole shareholder and its concert parties are interested in 30% or more of the shares of the Company. The cumulative voting system shall be adopted if more than two independent directors were to be elected by the general meeting. The votes by minority investors shall be counted

separately and disclosed. Other than the cumulative voting system, the shareholders' general meeting shall vote on each proposal separately. For matters that contain different proposals, voting shall be in the order of the time that each proposal was proposed. Other than force majeure and other special circumstances that cause the suspension of or failure to make resolutions at the shareholders' general meeting, the shareholders' general meeting shall not postpone or refuse to vote on resolutions.

- 5.7 Resolutions may not be amended during deliberation at the shareholders' general meeting, otherwise, the relevant amendments shall be considered as a new proposal, and shall not be voted on during this shareholders' general meeting.
- 5.8 The same voting right can only choose to vote by one of on-site, online, or any other voting method. In the event that an individual voting right voted more than once, the results of the first vote shall prevail.
- 5.9 Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

Resolutions of the shareholders' general meeting shall be considered and approved in accordance with the provisions of the Articles of Association. Voting at general meeting will record the name of the voter, that is, by open ballot.

- 5.10 Shareholders who attend the shareholders' general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain. Securities registration and clearing institution is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders.

Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as "abstentions" in the voting results.

Where any shareholder is under the Listing Rules of the HKEx required to abstain from voting or restricted to voting only for or only against any particular matter to be resolved, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

- 5.11 Before a resolution is decided on a proposal at a shareholders' general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. In the event that a shareholder is related with a matter to be considered, the relevant shareholder and his proxies shall not participate in counting the votes or supervising the counting process.

When a resolution is decided on a proposal at a shareholders' general meeting, legal advisers, representatives of shareholders and representatives of Supervisors

shall jointly participate in counting the votes as well as supervising the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes.

Shareholders or proxies that vote through online or other methods have the right to inspect their voting results through the respective voting platforms.

- 5.12 An on-site shareholders' general meeting shall not end earlier than for those shareholders who attend via internet or other permitted means. The chairman of the meeting shall announce to the meeting the voting details and results of each proposal and shall declare whether or not a proposal is adopted on the basis of the relevant voting results.

Prior to formally announcing the voting results, all those who are involved in the meeting whether in person or via internet or other permitted means, including any companies, persons responsible for counting the votes, persons responsible for supervising the counting process, major shareholders, internet service providers and other relevant parties shall have the obligation to keep matters related to voting confidential.

- 5.13 If the chairman of the meeting has any doubts about the results of voting resolutions, a vote count may be organized for the submitted votes; if the chairman of the meeting does not conduct a vote count, shareholders or proxies attending the meeting that disagree with the results announced by the chairman of the meeting have the right to request a vote count immediately after the announcement of the poll results, and the chairman of the meeting shall immediately organize a vote count.

- 5.14 The resolutions of a shareholders' general meeting shall be promptly announced, and the announcement shall include the number of shareholders and proxies attending the meeting, total number of shares with voting rights held and its percentage with respect to the total number of shares with voting rights of the Company, voting method, poll results of each proposal, and detailed information of each resolution that was approved.

- 5.15 Special notification shall be made in the results announcement of the shareholders' general meeting for resolutions that were not approved, or resolutions of the previous shareholders' general meeting that were amended in this shareholders' general meeting.

- 5.16 The convener shall ensure that a shareholders' general meeting is held on a continuous basis until a final resolution is adopted. If a shareholders' general meeting is suspended or no resolution can be adopted due to force majeure or other exceptional reasons, necessary measures shall be taken so as to promptly reconvene the shareholders' general meeting or to directly terminate the shareholders' general meeting, and public announcement relating thereto shall also be made on a timely basis. At the same time, the convener shall report the same to the branches of CSRC and the relevant stock exchanges.

- 5.17 After the approval by the shareholders' general meeting of resolutions regarding the election of Directors and Supervisors, the new Directors and Supervisors take office in accordance with the provisions of the Articles of Association.
- 5.18 If a shareholders' general meeting approves any proposal for distribution of cash or stock dividends, or capitalization of capital reserves, the Company shall implement a specific plan within two months after the conclusion of the shareholders' general meeting.
- 5.19 Any content of a resolution approved at the shareholders' general meeting will be invalid if it violates the laws and administrative regulations.

In the event that the convening and voting procedures of shareholders' general meetings that are in violation of laws, administrative regulations, or the Articles of Association, or the contents of resolutions are in violation of the Articles of Association, shareholders have the right to apply to the civil courts for revocation within 60 days of the date of resolutions.

Chapter 6 Special Procedures for Voting of Class

Shareholders

- 6.1 Holders of different classes of shares are class shareholders.
- Class shareholders shall have the same rights and obligations in accordance with laws, administrative regulations and the Articles of Association.
- 6.2 Rights conferred on any class shareholder may not be varied or abrogated unless approved by a special resolution at the shareholders' general meeting and by shareholders of that class at a separate shareholders' general meeting held in accordance with Articles 6.4 to 6.8 of these Rules of Procedure.
- 6.3 The following shall be deemed to be a variation or abrogation of the class rights:
- 6.3.1 to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class;
 - 6.3.2 to effect a conversion of all or a part of the shares of such class into another class or to effect a conversion or create a right of conversion of all or part of the shares of another class into the shares of such class;
 - 6.3.3 to remove or reduce rights to dividends, rights to accrued dividends or rights to cumulative dividends of such class;
 - 6.3.4 to reduce or remove the preferential rights to dividends of such class or the preferential rights to asset distributions of such class upon liquidation of the Company;

- 6.3.5 to add, remove to reduce the rights to conversion, option, voting, transfer, preferential placement or acquisition of the Company's securities of such class;
 - 6.3.6 to remove or reduce the rights to receive payment in particular currencies of such class;
 - 6.3.7 to create a new class of shares having voting or distribution rights or other privileges equal or superior to the shares of such class;
 - 6.3.8 to restrict the transfer or ownership of the shares of such class or add to such restrictions;
 - 6.3.9 to issue rights to subscribe for, or to convert into, shares in the Company of such class or another class;
 - 6.3.10 to increase the rights or privileges of another class;
 - 6.3.11 to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such proposed restructuring;
 - 6.3.12 to vary or abrogate the provisions of this Chapter.
- 6.4 Shareholders of the affected class, whether or not they originally had voting rights at the shareholders' general meeting, shall have the right to vote at meetings of class shareholders with respect to matters involving articles 6.3.2 to 6.3.8 and 6.3.11 to 6.3.12 of these Rules of Procedure. However, interested shareholders shall not have the right to vote at class meetings.

The term "interested shareholders" described in the previous provision shall have the following meanings:

If the Company made a repurchase offer to all shareholders with the same proportion or has repurchased its own shares through open transactions on a securities exchange in accordance with article 4.04 of the Articles of Association, the controlling shareholders as defined in article 5.09 of the Articles of Association shall be deemed to be "interested shareholders";

If the Company has repurchased its own shares by an agreement outside a securities exchange in accordance with article 4.04 of the Articles of Association, shareholders related to such agreement shall be deemed to be "interested shareholders";

Under a restructuring proposal of the Company, an "interested shareholder" means a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class.

- 6.5 Resolutions of any class shareholders' meeting shall be made by more than two-

thirds of the votes of the shareholders whose shares carry rights to vote of that class present at that meeting in accordance with article 6.4 of these Rules of Procedure.

6.6 When the Company is to hold an annual class meeting, it shall give a written notice to its shareholders of the relevant class listed on the register 21 days prior to the meeting, When the Company is to hold an extraordinary class meeting, it shall give a written notice to its shareholders of the relevant class listed on the register 15 days prior to the meeting.

6.7 Notice of class shareholders' meeting needs only be served on the class shareholders who are entitled to vote thereat.

The procedures of a meeting of any class shareholders shall be conducted in the same manner as shareholders' general meetings as far as possible. The provisions of the Articles of Association relating to any shareholders' general meeting shall apply to any meeting of the class shareholders.

6.8 Other than shareholders of other class shares, domestic shareholders and overseas listed foreign shareholders shall be deemed to be different classes of shareholders.

The special procedures of approval by separate class shareholders shall not apply to the following circumstances:

where the Company issues, upon approval by a Special Resolution of the shareholders' general meeting, either separately or concurrently once every twelve months, not more than twenty per cent. (20%) of each of the existing issued domestic shares and overseas listed foreign shares of the Company; or

Where the Company's plan to issue domestic shares and overseas listed foreign shares on establishment is implemented within fifteen (15) months from the date of approval by the CSRC.

Chapter 7 General Meetings' Minutes and Keeping

7.1 The secretary to the Board shall be responsible for the minutes of the shareholders' general meetings. The minutes shall record the following contents:

- (1) The time, place, agenda, and name or alias of the convener of the meeting;
- (2) The name of the chairman of the meeting and those of the Directors, Supervisors, the secretary to the Board, the president, and other senior management personnel who attend the meeting as attendees and participants;

- (3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the percentage in terms of the total share capital of the Company;
- (4) The deliberation, key points, and poll results of every proposal;
- (5) Queries or recommendations of the shareholders and the corresponding response or explanation in relation thereto;
- (6) The names of lawyers, vote counters, and scrutineers;
- (7) Other contents that are required to be recorded into the minutes by the Articles of Association.

7.2 The attending Directors, Supervisors, secretary to the Board, convener or representative thereof, and the chairman of the meeting shall sign the minutes of the meeting, and ensure the meeting minutes are true, accurate and complete.

7.3 The minutes shall be kept for a minimum of 10 years, and kept with the attendance register of shareholders present, power of attorney of proxies, and valid documents regarding to the online and other methods of voting.

Chapter 8 Supplementary Provisions

8.1 These Rules of Procedure are an appendix to the Articles of Association. In the event of any matters not set forth herein or any inconsistency between the articles herein and those of the Articles of Association, the Articles of Association shall prevail.

8.2 The shareholders' general meeting shall amend these Rules of Procedure in a timely manner in any of the following circumstances:

- (1) the relevant national laws, regulations or normative documents are amended, or new laws, regulations or normative documents are formulated and promulgated, and the matters provided for in these Rules of Procedure are in conflict with the provisions of the aforesaid laws, regulations or normative documents;
- (2) After the amendments to the Articles of Association, the matters stipulated herein become in conflict with the provisions of the Articles of Association.

8.3 The announcement or notice or supplementary notice referred to herein shall refer to the publication of the relevant information disclosure in the media that meets the conditions stipulated by the CSRC and on the website of the stock exchanges.

8.4 The phrases "above" and "within" as mentioned in these Rules are inclusive while

“exceeding”, “less than” and “more than” are exclusive.

8.5 These rules shall be interpreted by the Board.

8.6 These Rules of Procedure shall be drafted by the Board as an appendix to the Articles of Association and shall come into effect on the date of approval of the shareholders’ general meeting.